

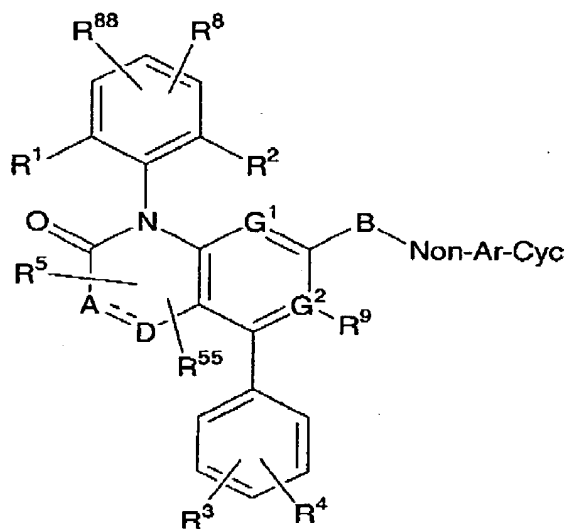
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 2

Amendment to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application. Please amend the application, without prejudice, without admission, without surrender of subject matter, and without any intention of creating any estoppel as to equivalents, as follows:

Listing of Claims:

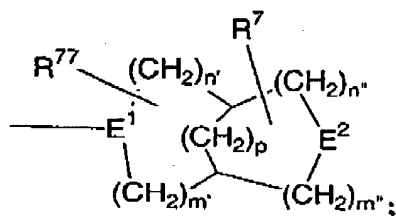
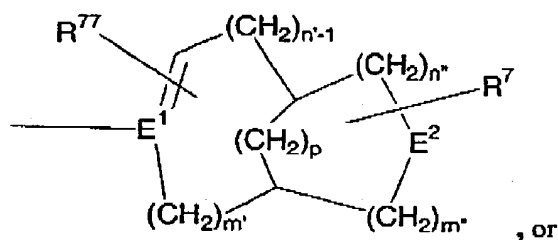
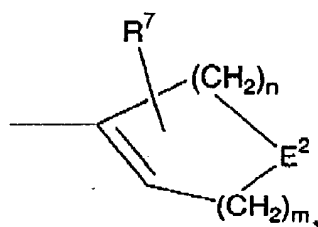
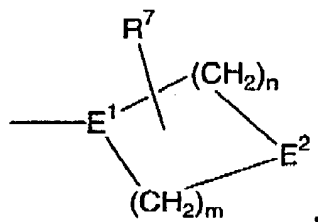
Claim 1 (currently amended): A compound represented by (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein
Non-Ar-Cyc is

Serial No.: 10/023,231
 Case No.: 20525Y
 Page No.: 3



A is [[N]], O, [[NH]], CH₂, or CH;

B is -C₁₋₆alkyl-, -C₀₋₃alkyl-O-C₀₋₃alkyl-, -C₀₋₃alkyl-NH-C₀₋₃alkyl-, -C₀₋₃alkyl-NH-C₃₋₇cycloalkyl-, -C₀₋₃alkyl-N(C₀₋₃alkyl)-C(O)-C₀₋₃alkyl-, -C₀₋₃alkyl-NH-SO₂-C₀₋₃alkyl-, -C₀₋₃alkyl-, -C₀₋₃alkyl-S-C₀₋₃alkyl-, -C₀₋₃alkyl-SO₂-C₀₋₃alkyl-, -C₀₋₃alkyl-PH-C₀₋₃alkyl-, -C₀₋₃alkyl-C(O)-C₀₋₃alkyl, or a direct bond;

Serial No.: 10/023,231
 Case No.: 20525Y
 Page No.: 4

D is CH, CH₂, N, or NH; optionally A and D are bridged by -C₁₋₄alkyl- to form a fused bicyclo ring with A and D at the bicyclo cusps;

E¹ is CH, N, or CR⁶; or B and E¹ form -CH=C<;

E² is CH₂, CHR, C(OH)R NH, NR, O, S, -S(O)-, or -S(O)₂-;

G¹ is N, CH, or C(C₁₋₃alkyl);

G² is N, CH, or C(C₁₋₃alkyl), wherein A, G¹, and G² cannot simultaneously be

N;

R, R⁷ and R⁷⁷ each independently is hydrogen, C₁₋₆alkyl- group, C₂₋₆alkenyl- group, C₄₋₆cycloalkyl-C₀₋₆alkyl- group, N(C₀₋₄alkyl)(C₀₋₄alkyl)-C₁₋₄alkyl-N(C₀₋₄alkyl)- group, -N(C₀₋₄alkyl)(C₀₋₄alkyl) group, C₁₋₃alkyl-CO-C₀₋₄alkyl- group, C₀₋₆alkyl-O-C(O)-C₀₋₄alkyl- group, C₀₋₆alkyl-C(O)-O-C₀₋₄alkyl- group, N(C₀₋₄alkyl)(C₀₋₄alkyl)-(C₀₋₄alkyl)C(O)(C₀₋₄alkyl)- group, phenyl-C₀₋₄alkyl- group, pyridyl-C₀₋₄alkyl- group, pyrimidinyl-C₀₋₄alkyl- group, pyrazinyl-C₀₋₄alkyl- group, thiophenyl-C₀₋₄alkyl- group, pyrazolyl-C₀₋₄alkyl- group, imidazolyl-C₀₋₄alkyl- group, triazolyl-C₀₋₄alkyl- group, azetidinyl-C₀₋₄alkyl- group, pyrrolidinyl-C₀₋₄alkyl- group, isoquinolinyl-C₀₋₄alkyl- group, indanyl-C₀₋₄alkyl- group, benzothiazolyl-C₀₋₄alkyl- group, any of the groups optionally substituted with 1-6 substituents, each substituent independently being -OH, -N(C₀₋₄alkyl)(C₀₋₄alkyl), C₁₋₄alkyl, C₁₋₆alkoxyl, C₁₋₆alkyl-CO-C₀₋₄alkyl-, pyrrolidinyl-C₀₋₄alkyl-, or halogen;

or R⁷ together with a bond from an absent ring hydrogen is =O;

n' + n'' = n;

m' + m'' = m;

n is 1, 2, 3, or 4;

m is 0, 1, 2, 3, or 4;

n+m is 2, 3, 4, 5, or 6;

p is 0, 1, 2, or 3;

R¹, R², R³, R⁴, and R⁶ are each independently halogen, C₀₋₄alkyl, -C(O)-O(C₀₋₄alkyl), or -C(O)-N(C₀₋₄alkyl)(C₀₋₄alkyl);

R⁵ and R⁵⁵ independently is H, CH₃, CH₂CH₃, or absent;

R⁸⁸ and R⁸ each is independently -CN, -C₀₋₄alkyl, -C(O)-N(C₀₋₄alkyl)(C₀₋₄alkyl), -C(O)-O-C₀₋₄alkyl or 1,3-dioxolan-2-yl-C₀₋₄alkyl-;

R⁹ is -C₀₋₄alkyl, or absent; and

Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 5

any alkyl optionally substituted with 1-6 independent halogen or -OH.

Claim 2 (currently amended): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is NH;

D is CH₂.

Claim 3 (original): The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is a direct bond.

Claim 4 (original) The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C₀₋₃alkyl-O-C₀₋₃alkyl.

Claim 5 (original): The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C₀₋₃alkyl-C(O)-C₀₋₃alkyl.

Claim 6 (original): The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C₁₋₆alkyl.

Claim 7 (original): The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

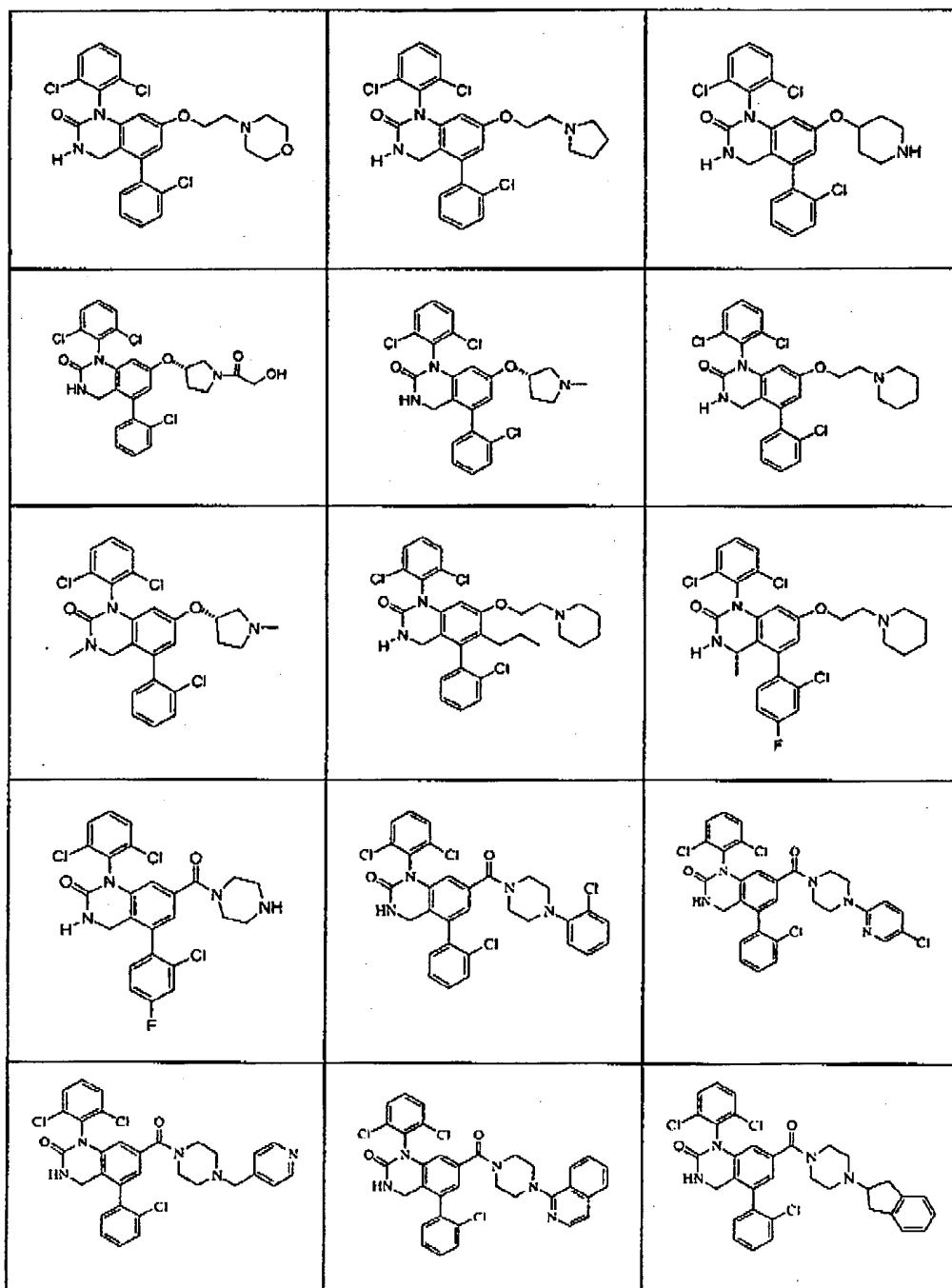
B is C₀₋₃alkyl-NH-C₀₋₃alkyl.

Claim 8 (original): The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

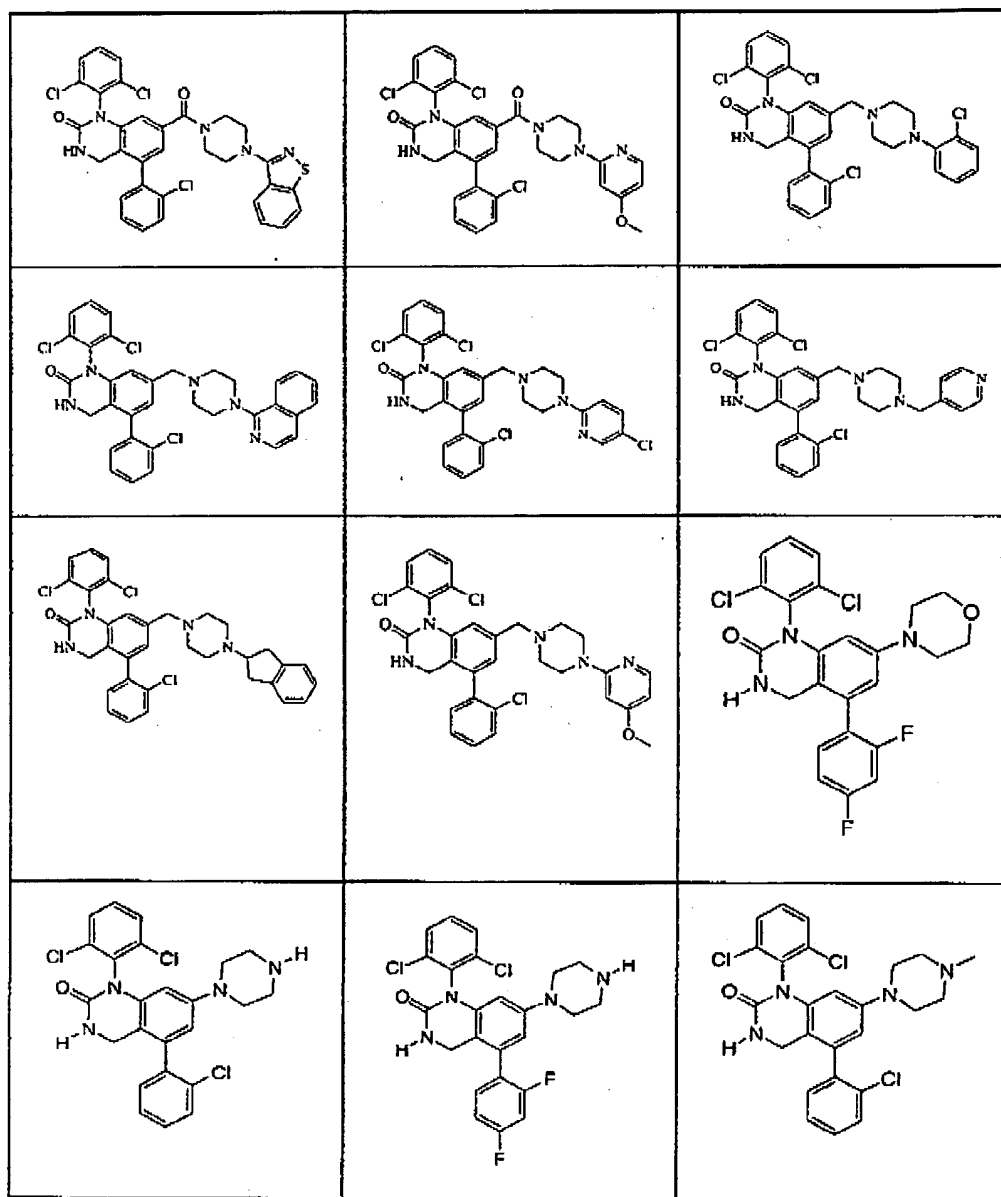
G² is N.

Claim 9 (currently amended): ~~The A~~ compound according to claim 2, represented by

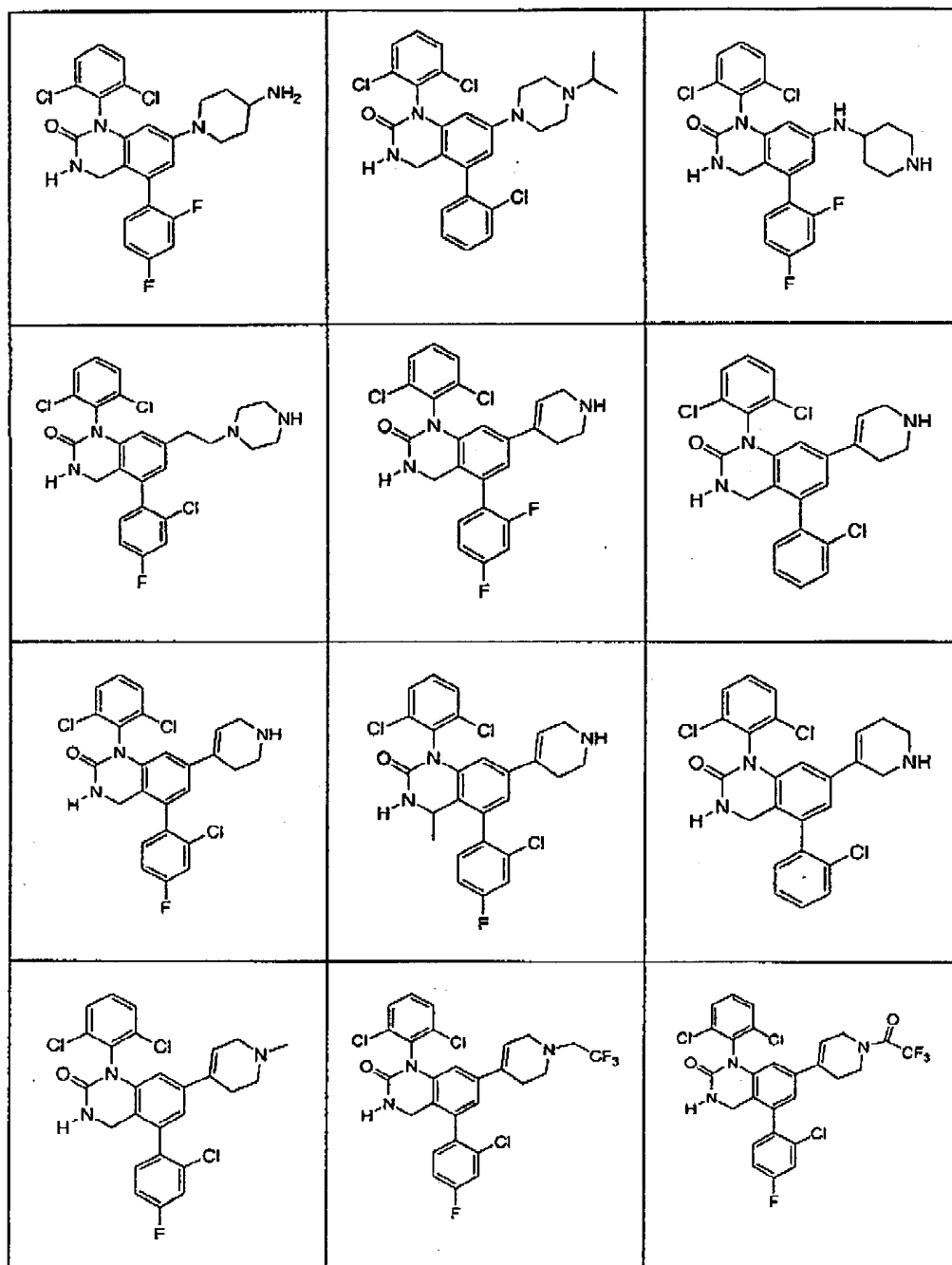
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 6



Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 7



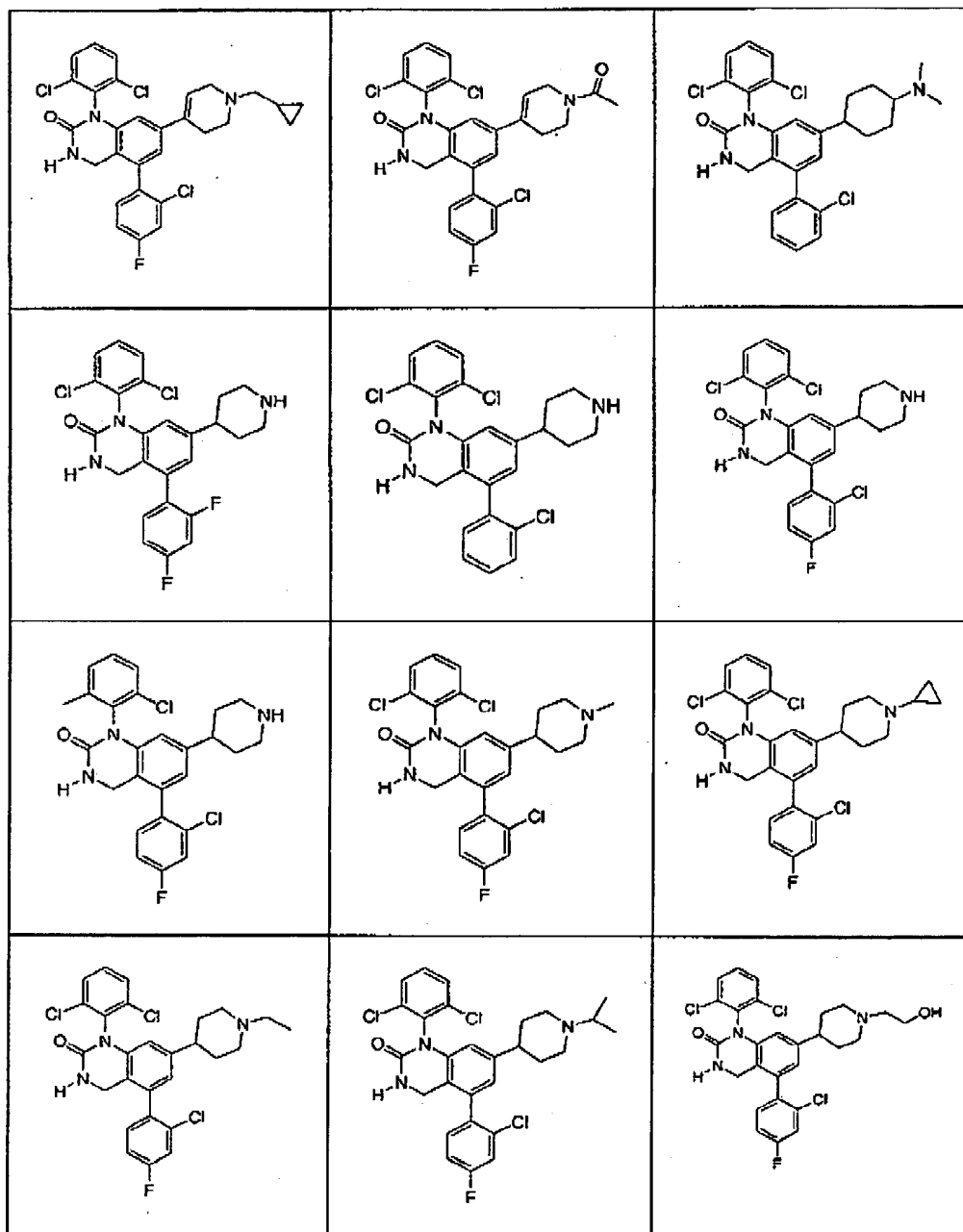
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 8



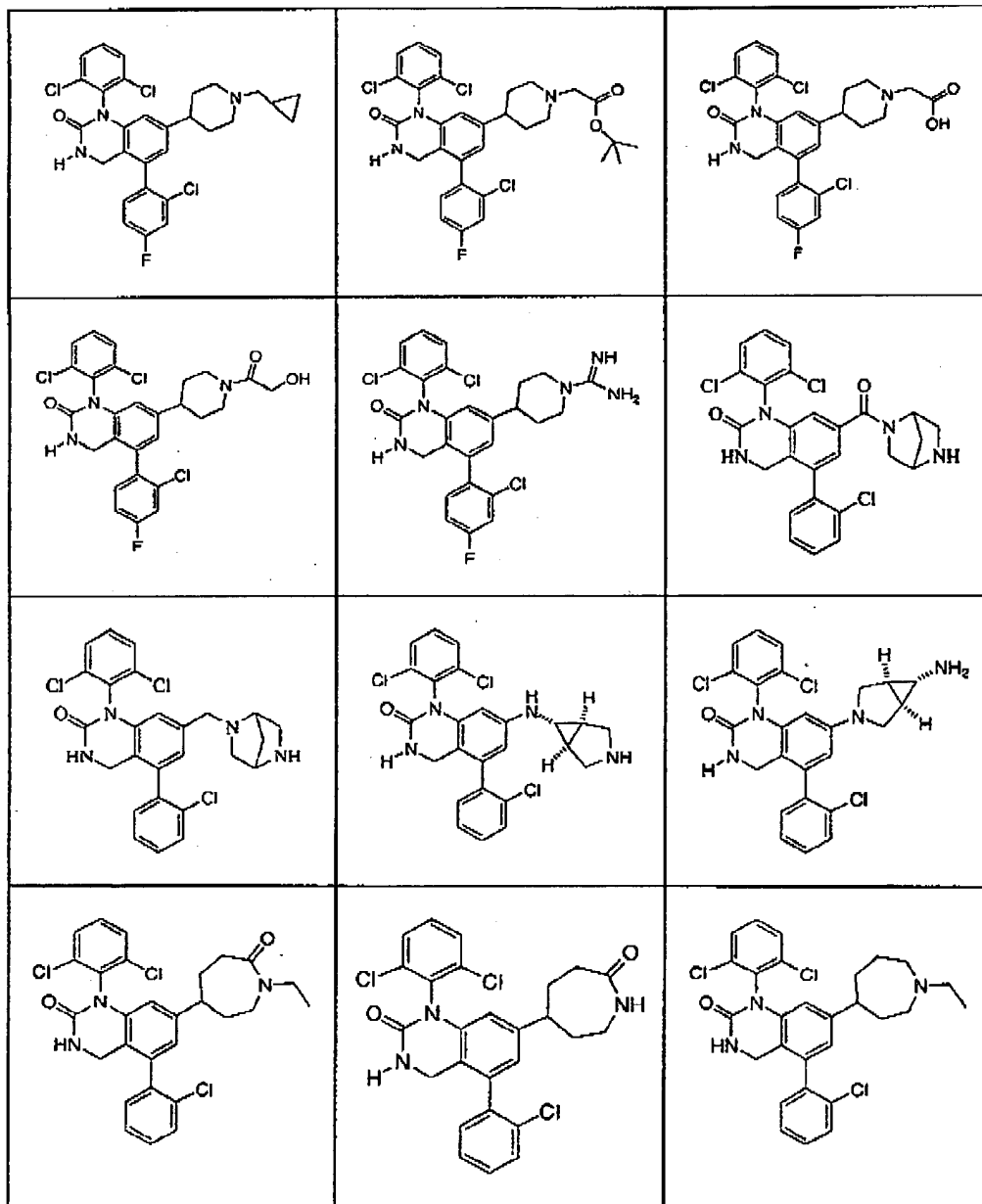
Serial No.: 10/023,231

Case No.: 20525Y

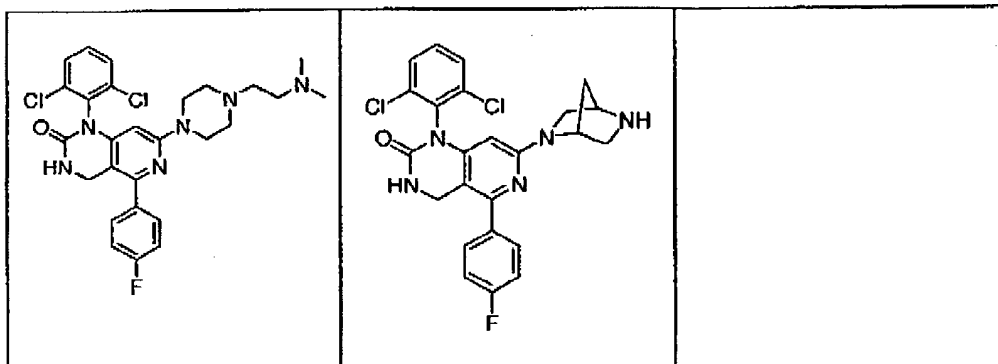
Page No.: 9



Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 10



Serial No.: 10/023,231
 Case No.: 20525Y
 Page No.: 11



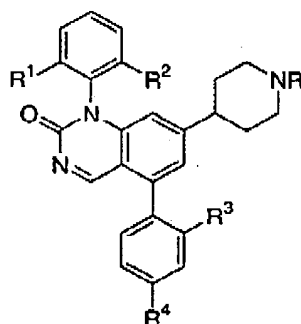
or a pharmaceutically acceptable salt thereof.

Claim 10 (currently amended): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is N;

D is CH.

Claim 11 (currently amended): ~~The A compound according to claim 10~~ described by the chemical formula (III A):



(III A)

or a pharmaceutically acceptable salt thereof.

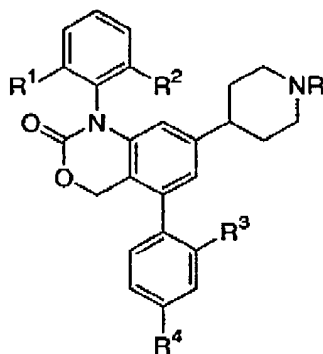
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 12

Claim 12 (original): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is O;

D is CH₂.

Claim 13 (original): The compound according to claim 12 described by the chemical formula (IVA):



(IVA)

or a pharmaceutically acceptable salt thereof.

Claim 14 (original): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is CH₂;

D is CH₂.

Claim 15 (original): The compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein

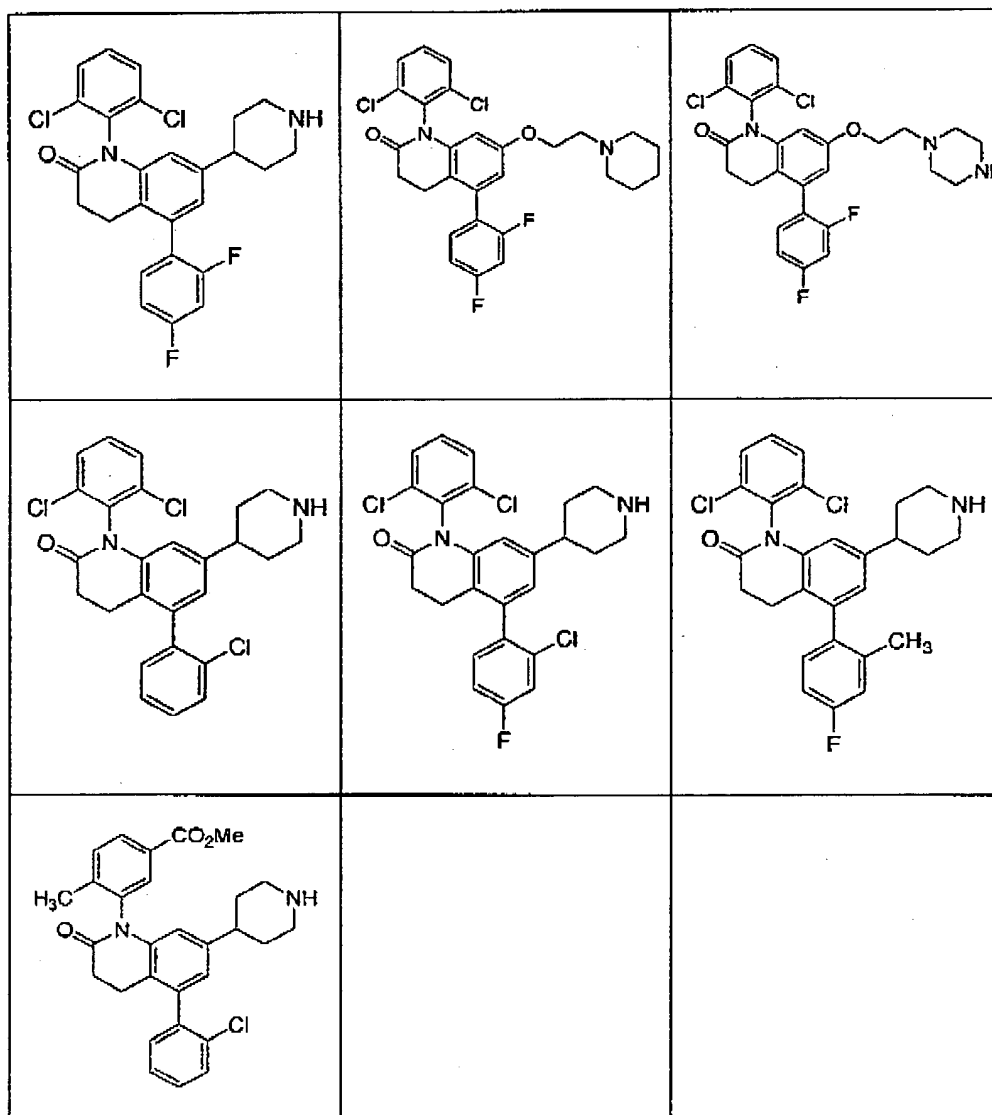
B is a direct bond.

Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 13

Claim 16 (original): The compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein

B is C₀-3alkyl-O-C₀-3alkyl.

Claim 17 (original): The compound according to claim 14 represented by



Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 14

or a pharmaceutically acceptable salt thereof.

Claim 18 (original): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is CH₃;

D is CH.

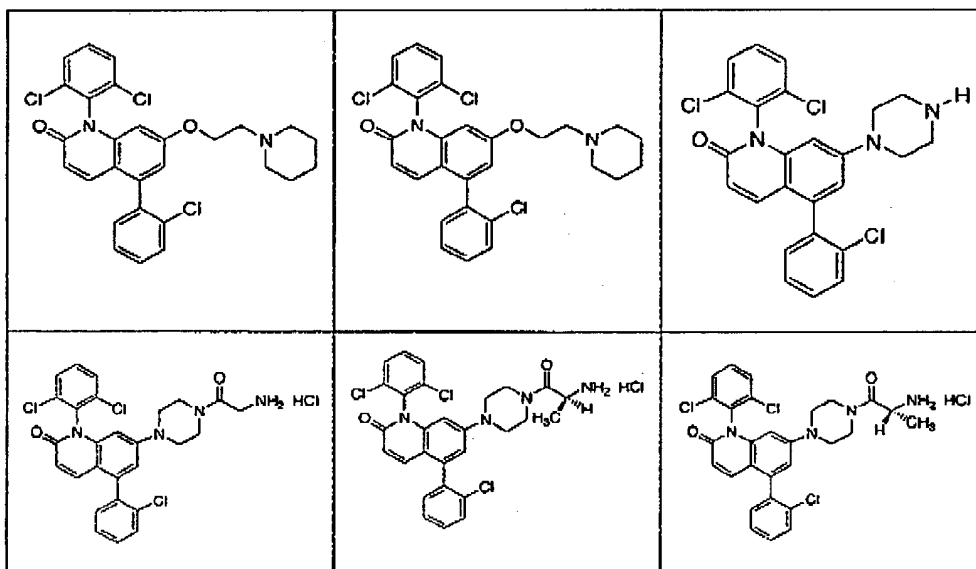
Claim 19 (original): The compound according to claim 18, or a pharmaceutically acceptable salt thereof, wherein

B is a direct bond.

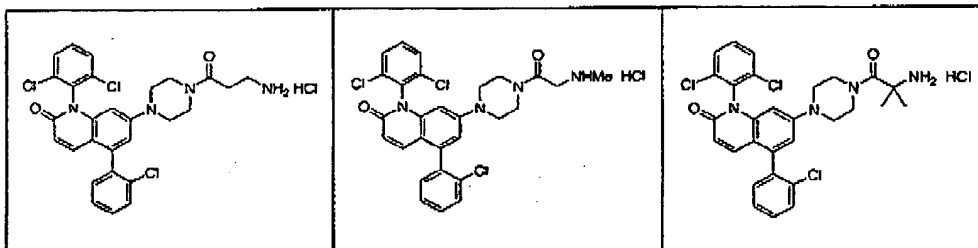
Claim 20 (original): The compound according to claim 18, or a pharmaceutically acceptable salt thereof, wherein

B is C₀-3alkyl-O-C₀-3alkyl.

Claim 21 (original): The compound according to claim 18 comprising

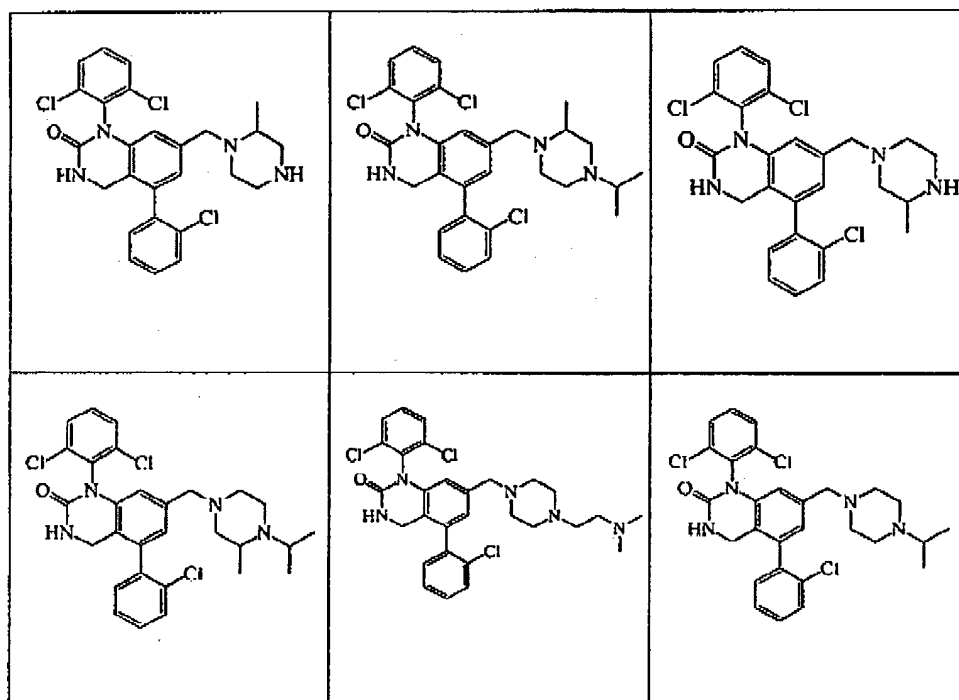


Serial No.: 10/023.231
Case No.: 20525Y
Page No.: 15

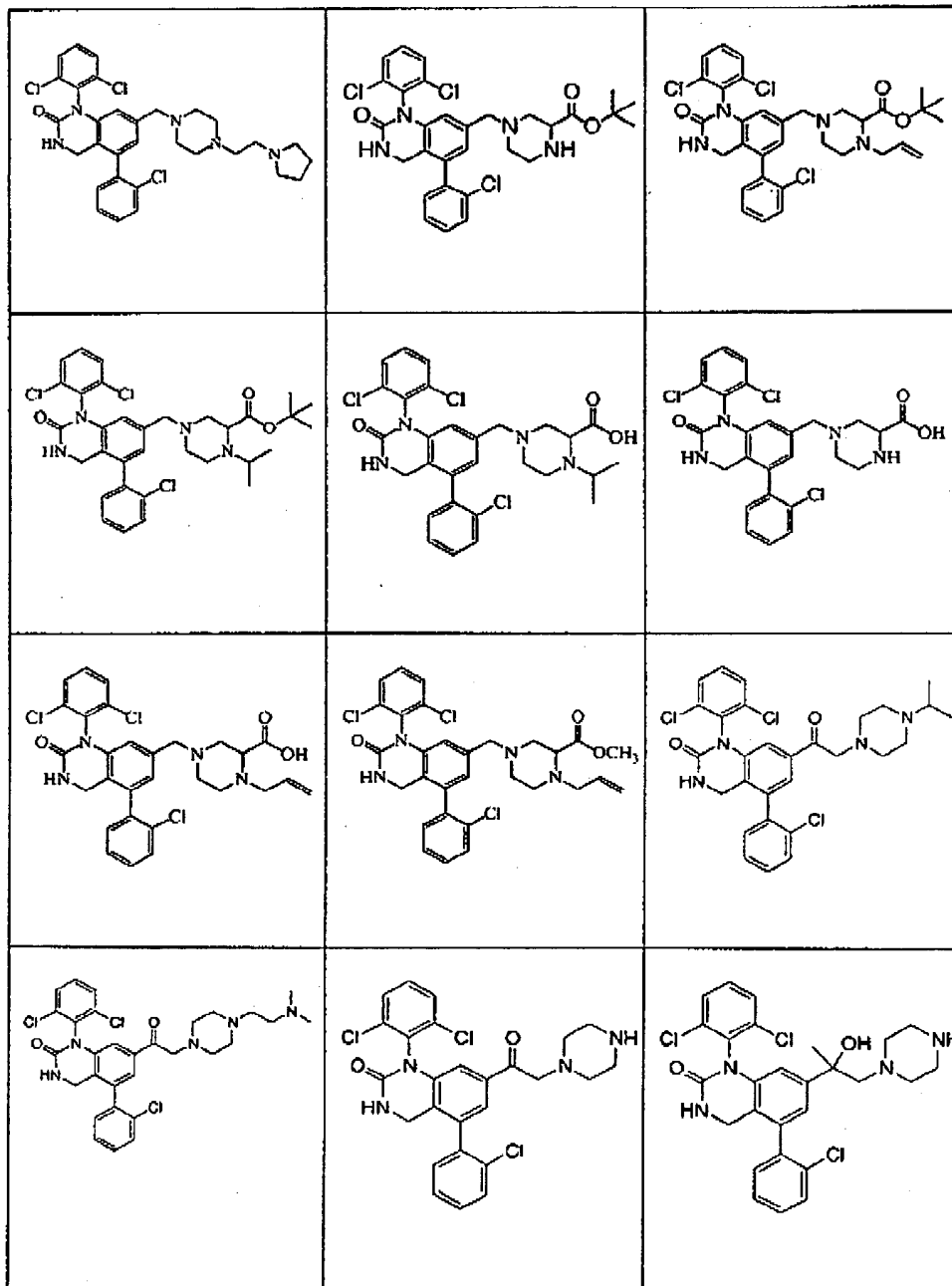


or a pharmaceutically acceptable salt thereof.

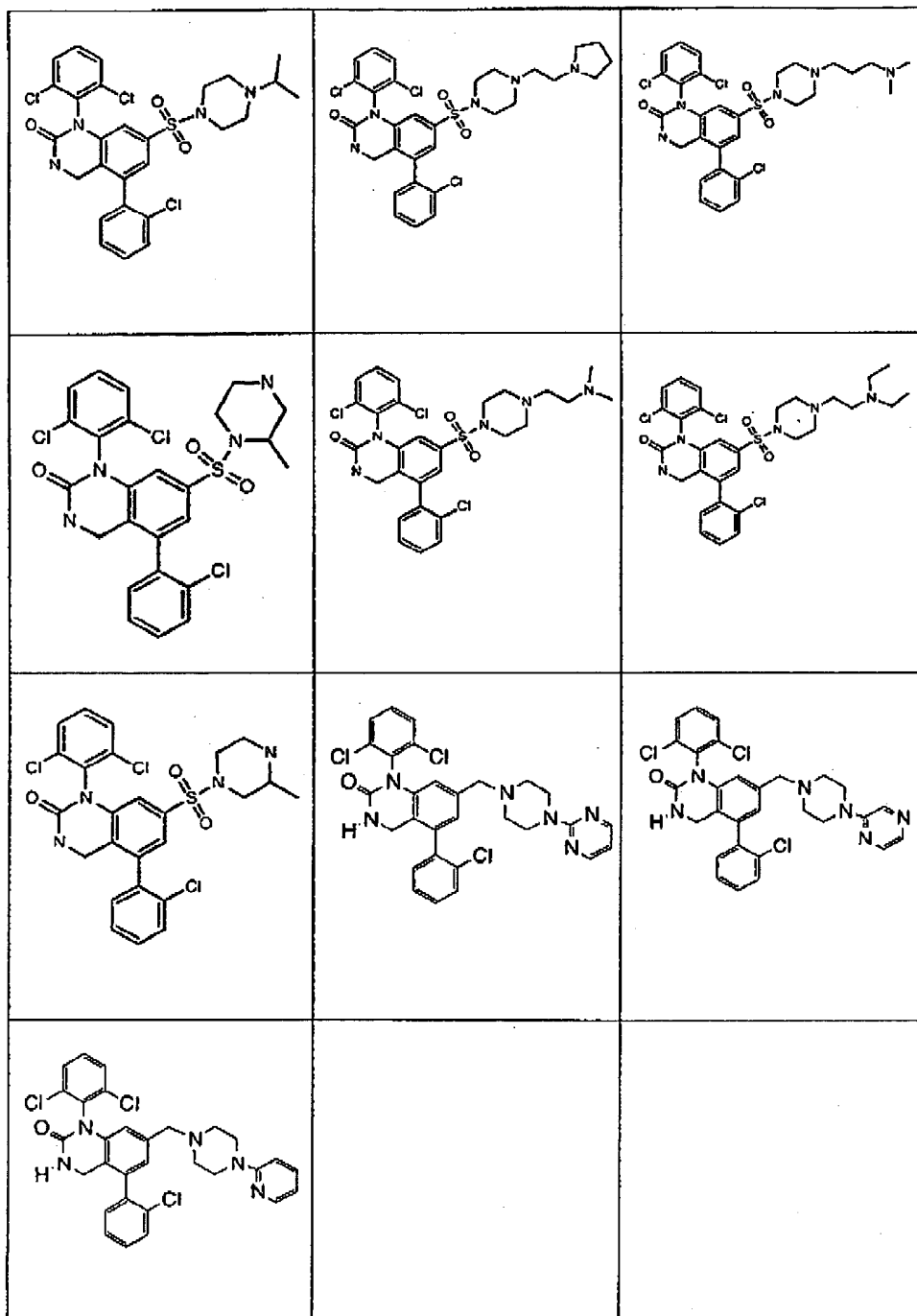
Claim 22 (currently amended): The A compound according to claim 2 represented by



Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 16



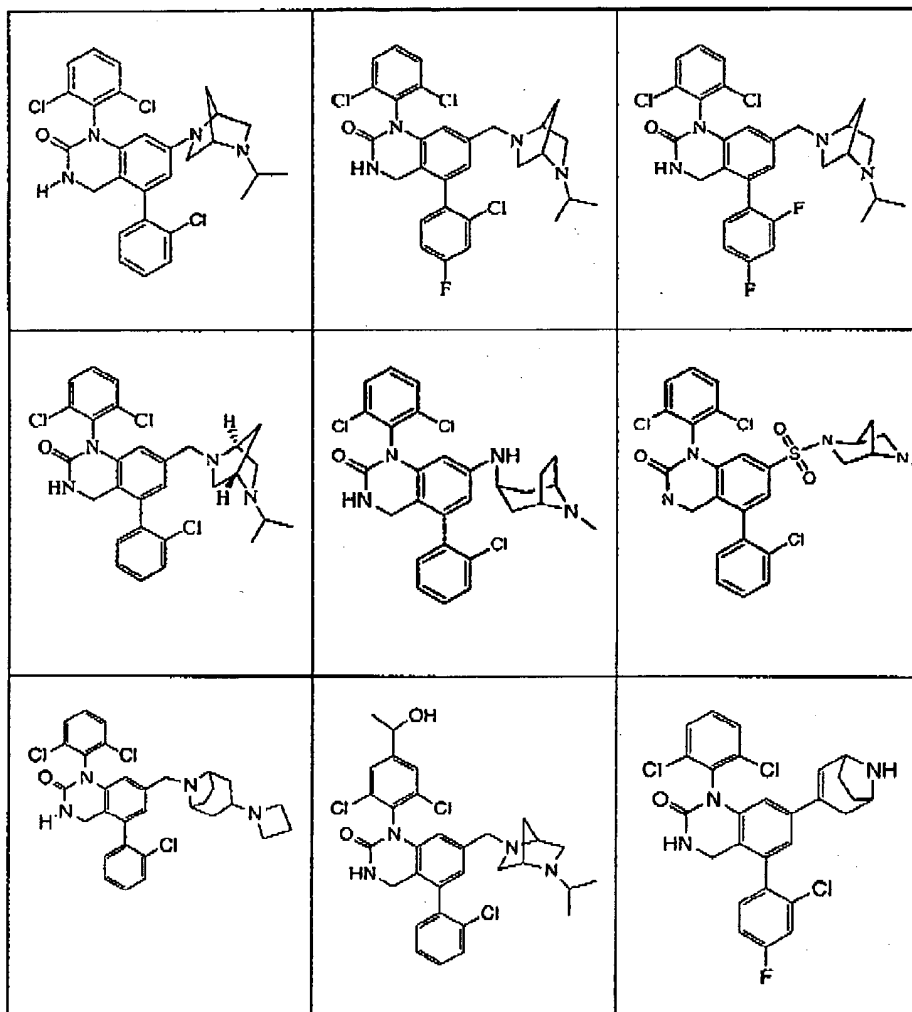
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 17



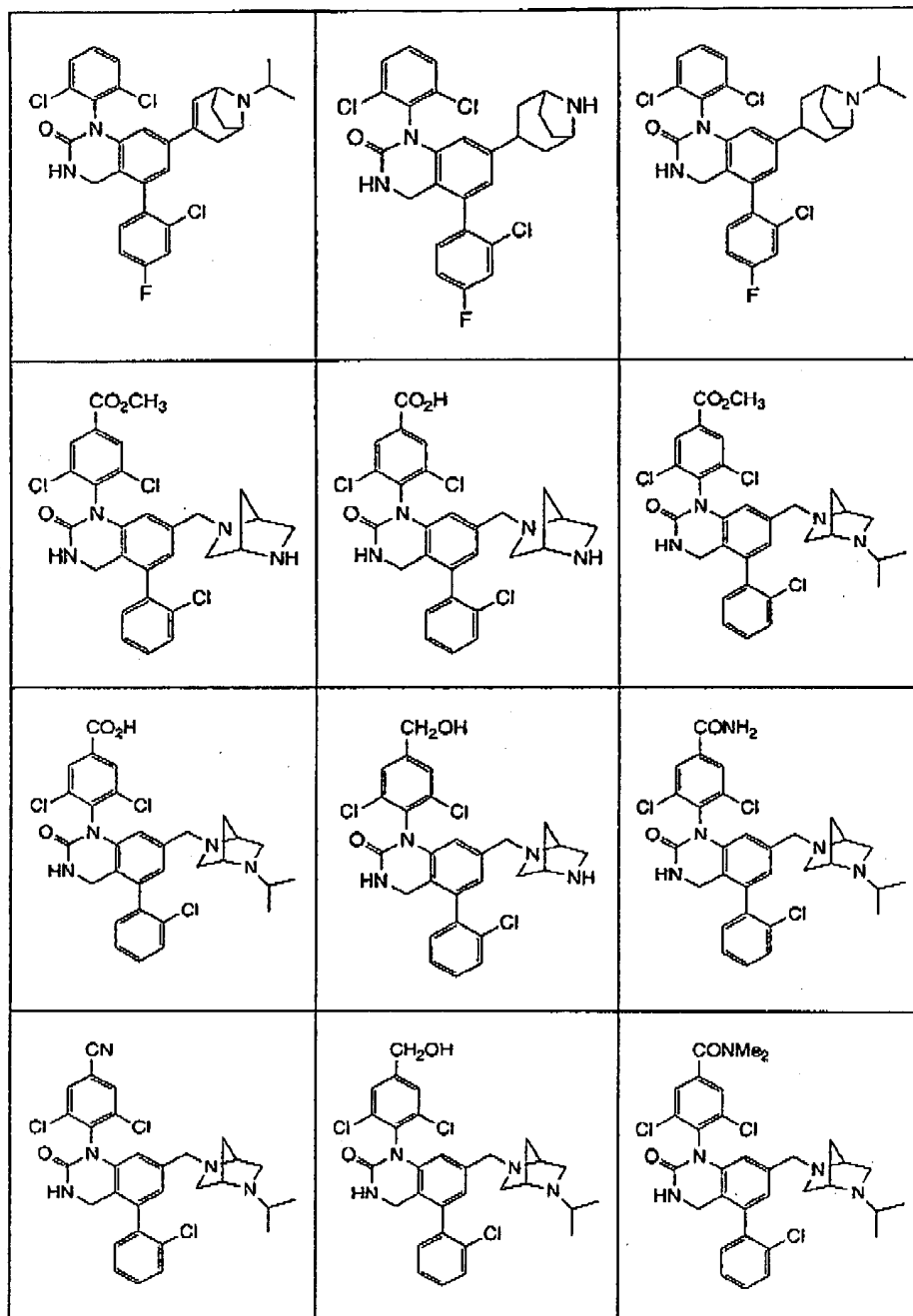
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 18

or a pharmaceutically acceptable salt thereof.

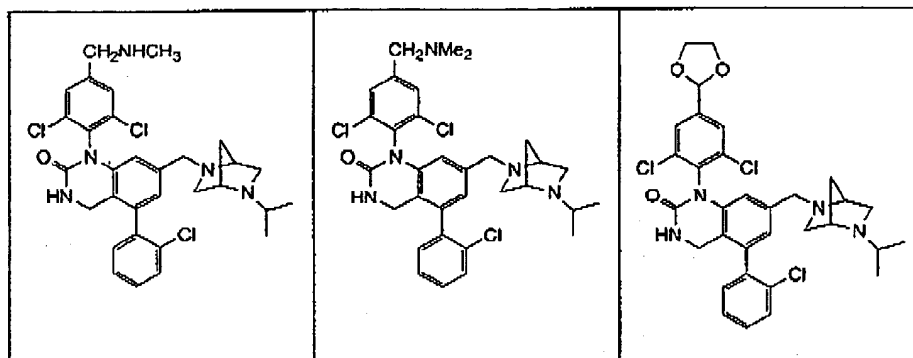
Claim 23 (currently amended): ~~The A compound according to claim 2~~ represented by



Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 19

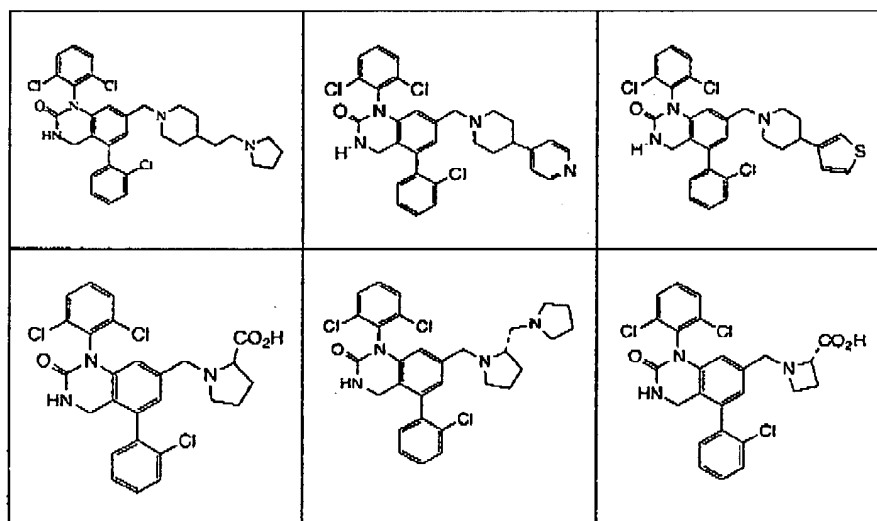


Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 20

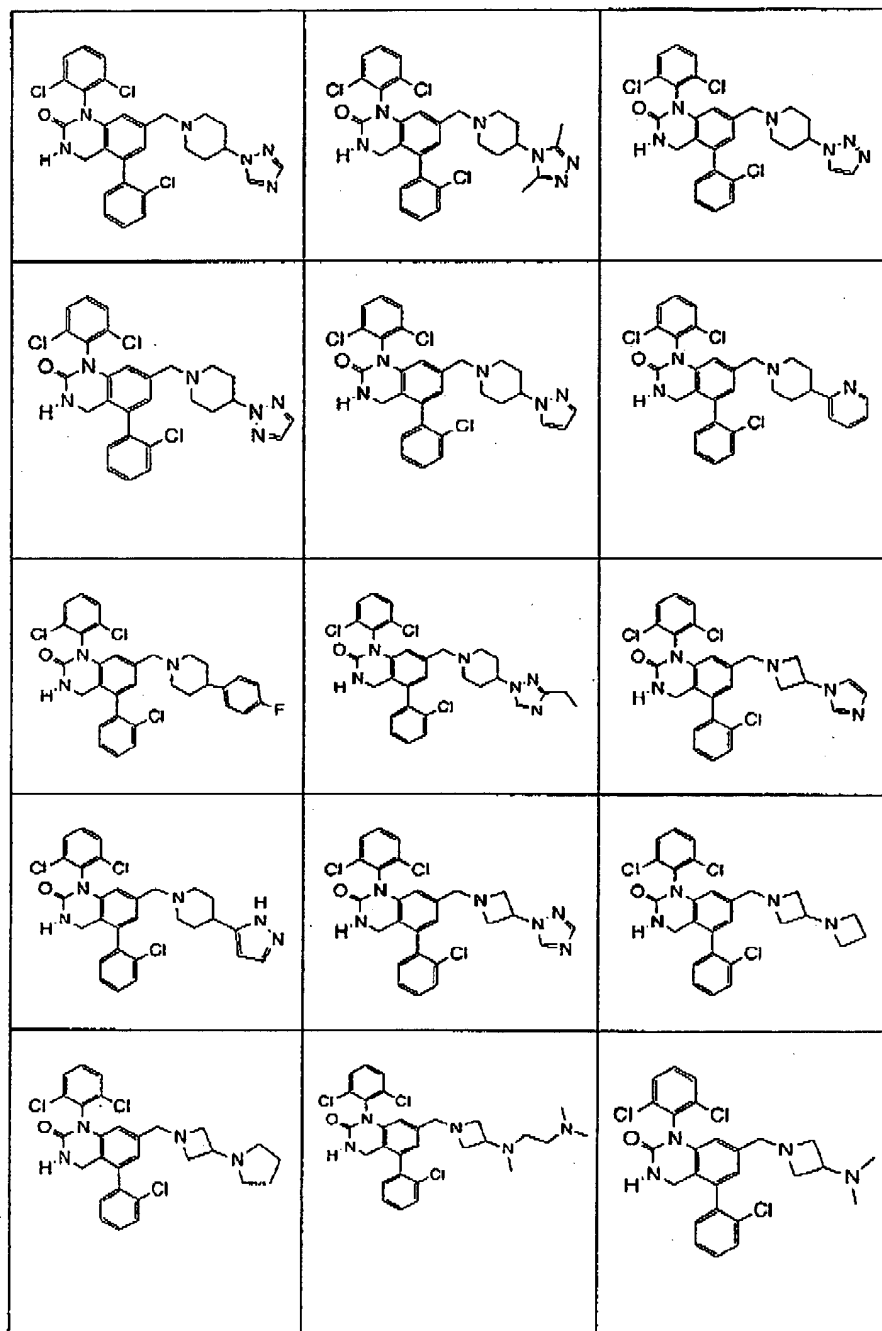


or a pharmaceutically acceptable salt thereof.

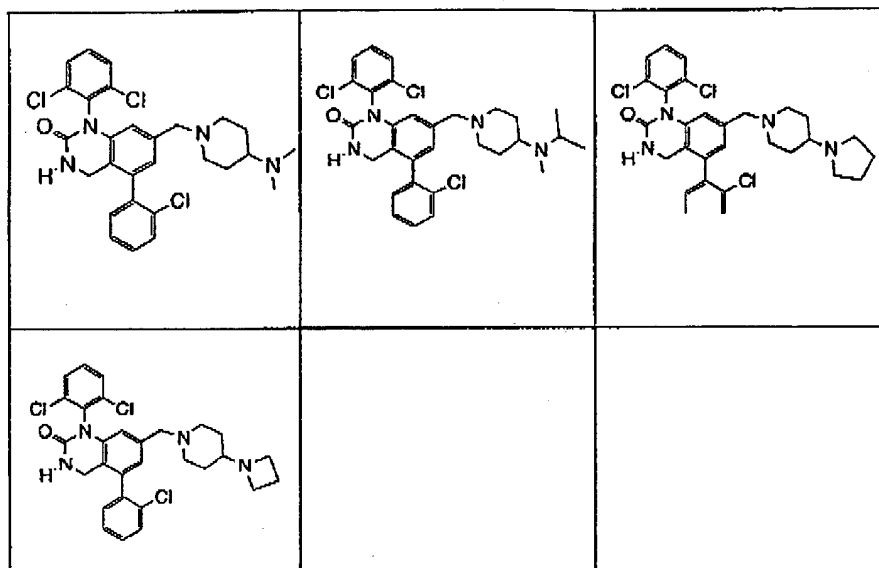
Claim 24 (currently amended): ~~The A compound according to Claim 2~~ represented by



Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 21

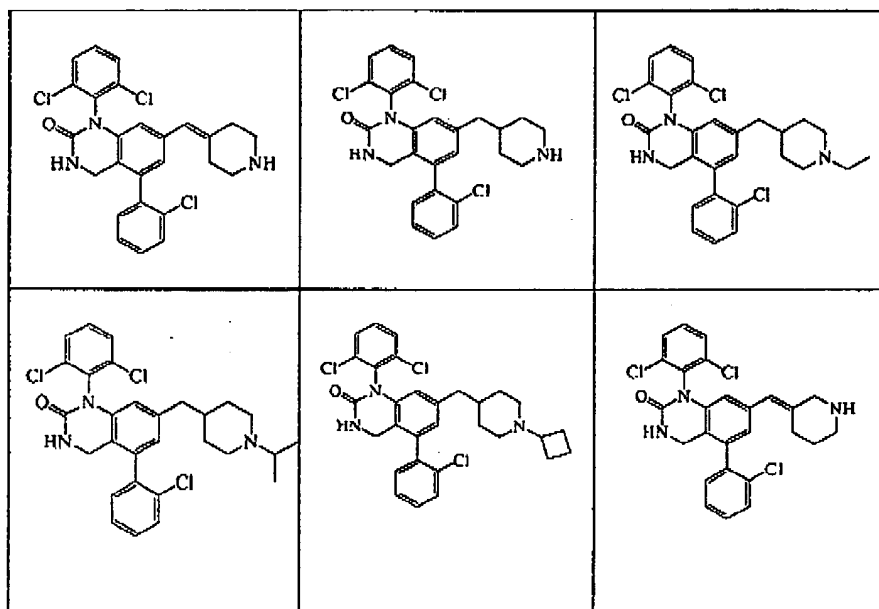


Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 22



or a pharmaceutically acceptable salt thereof.

Claim 25 (currently amended): ~~The A compound according to Claim 2~~ represented by



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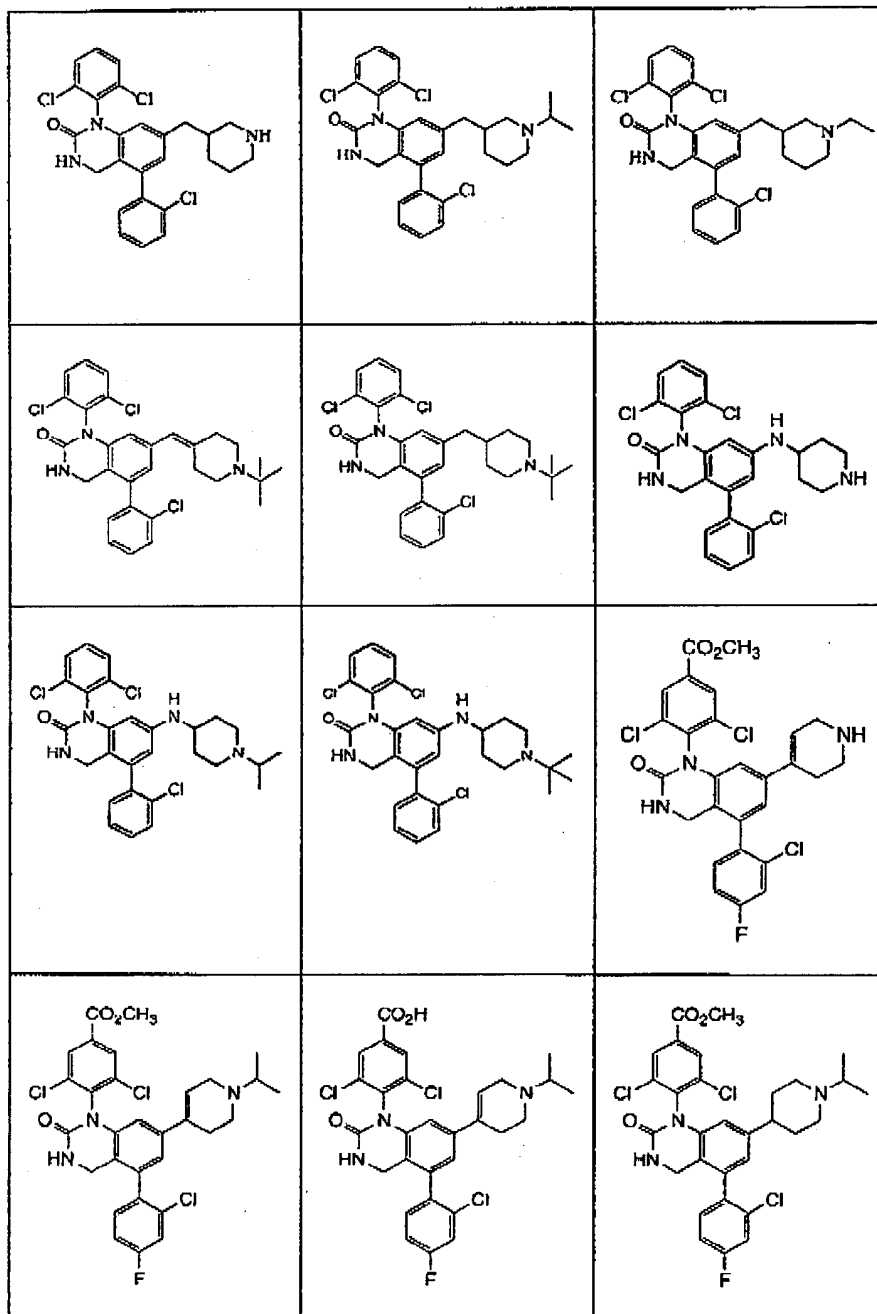
10/023,231

Case No.:

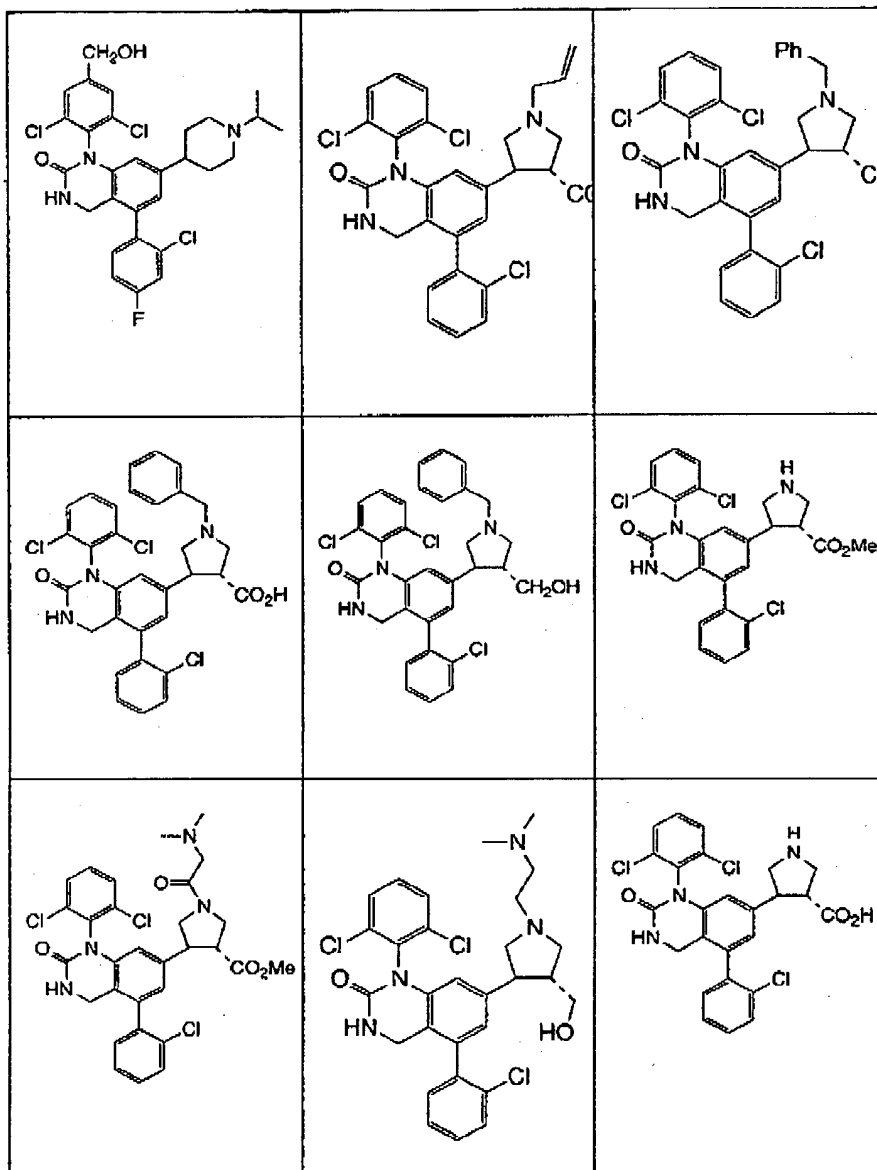
20525Y

Page No.:

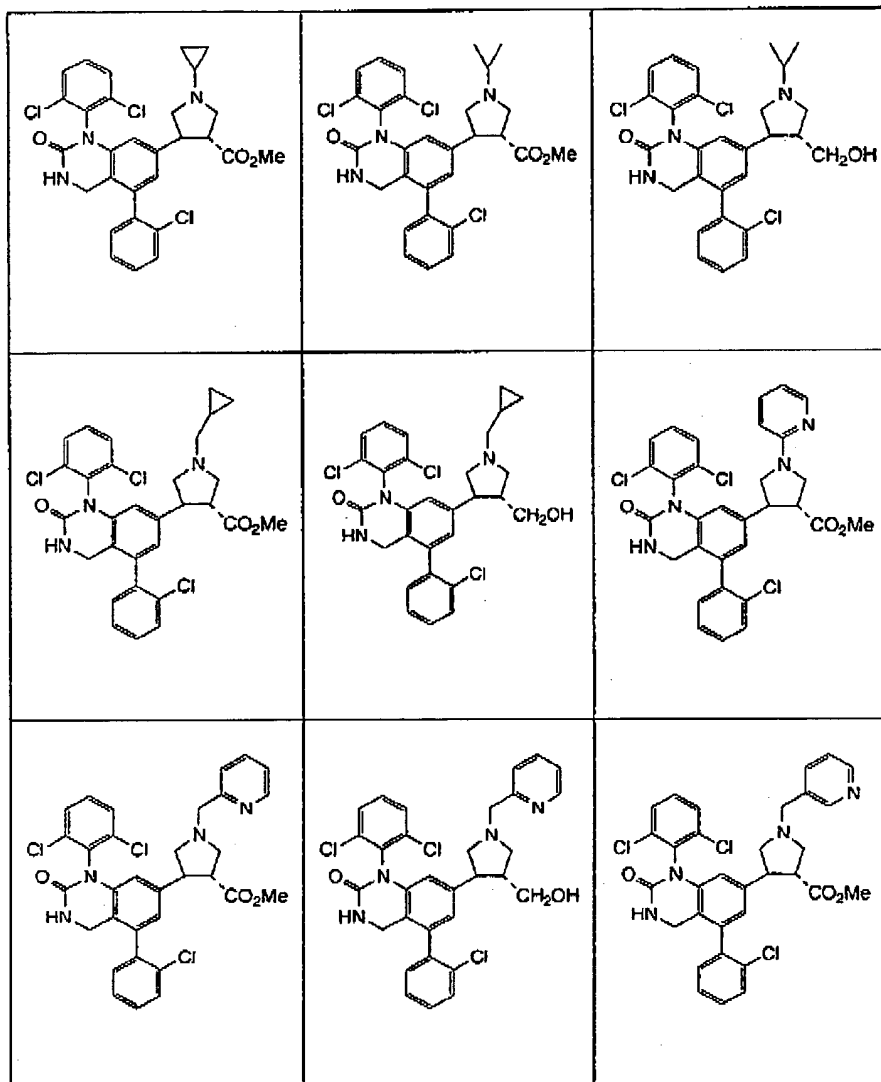
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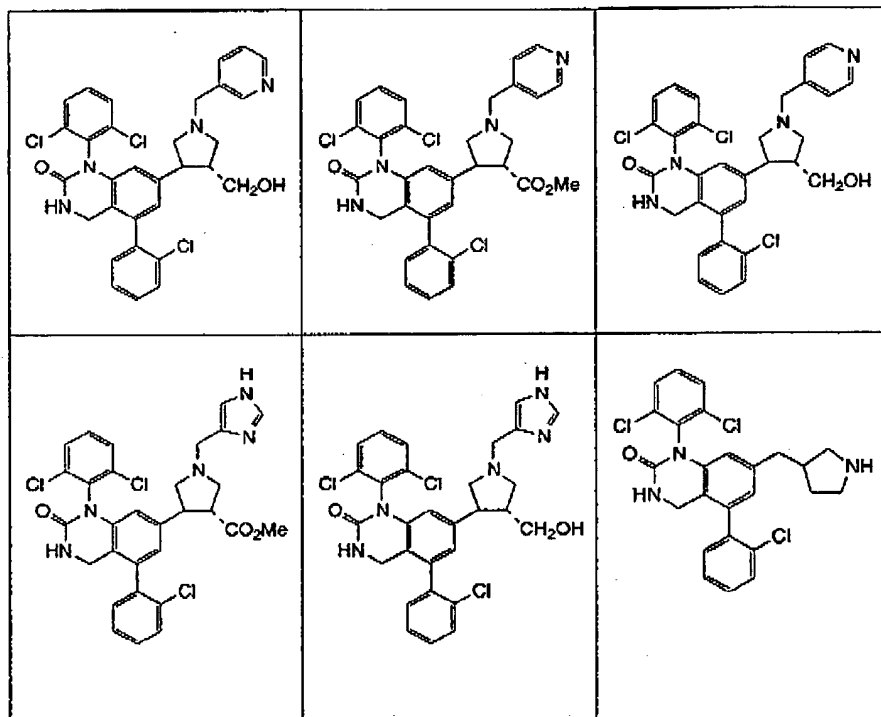
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 24



Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 25

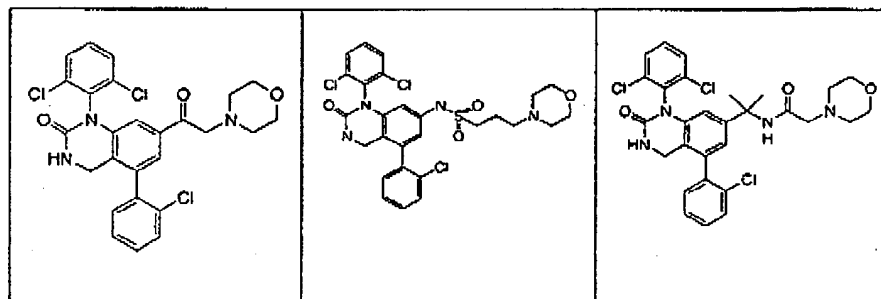


Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 26

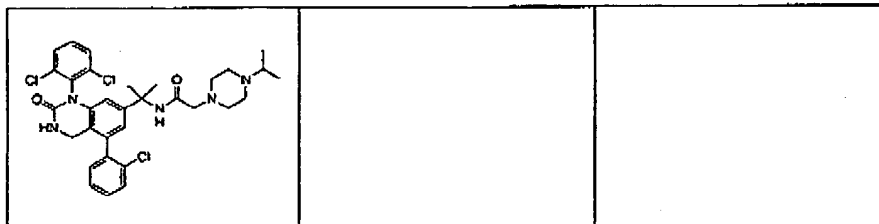


or a pharmaceutically acceptable salt thereof.

Claim 26 (currently amended): ~~The A compound according to Claim 2~~ represented by

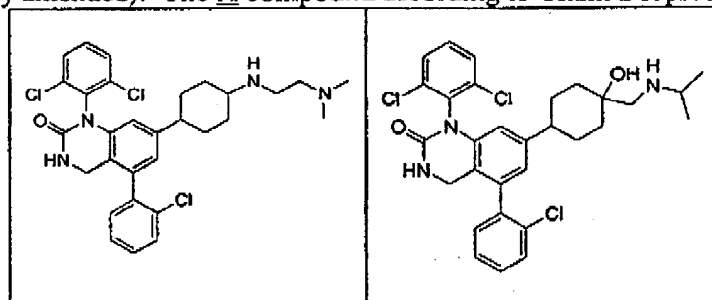


Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 27



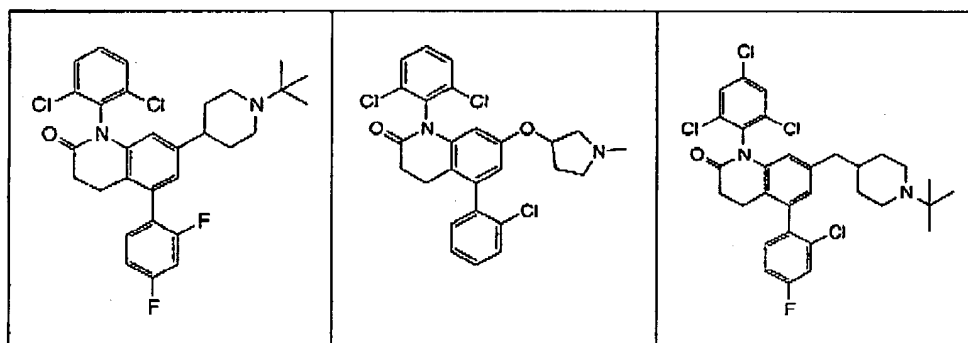
or a pharmaceutically acceptable salt thereof.

Claim 27 (currently amended): The A compound according to ~~Claim 2~~ represented by

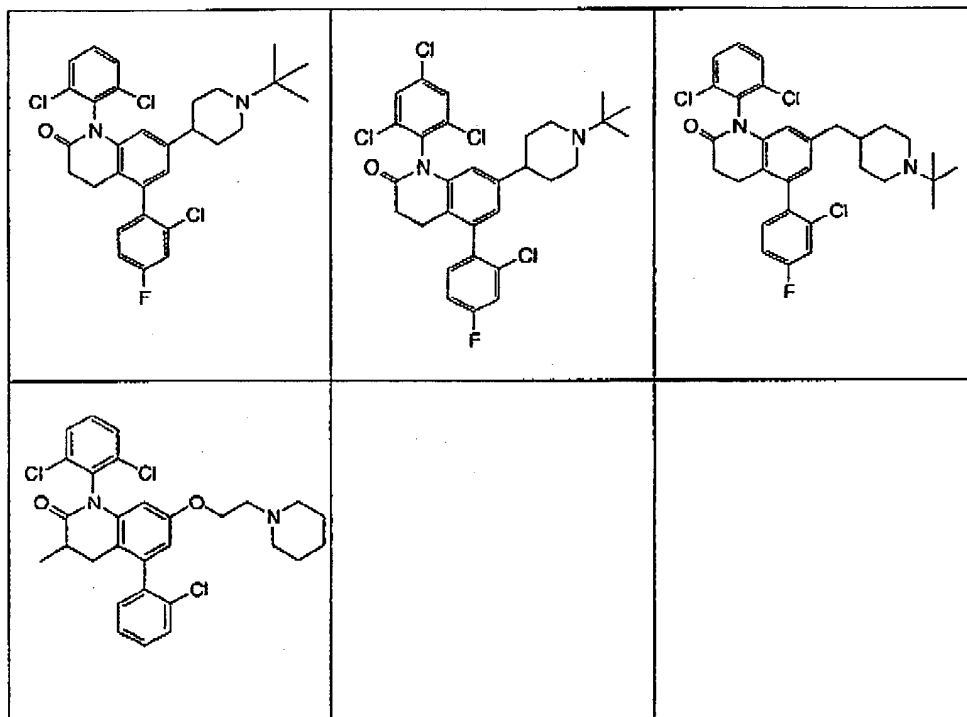


or a pharmaceutically acceptable salt thereof.

Claim 28 (original): The compound according to Claim 14 represented by



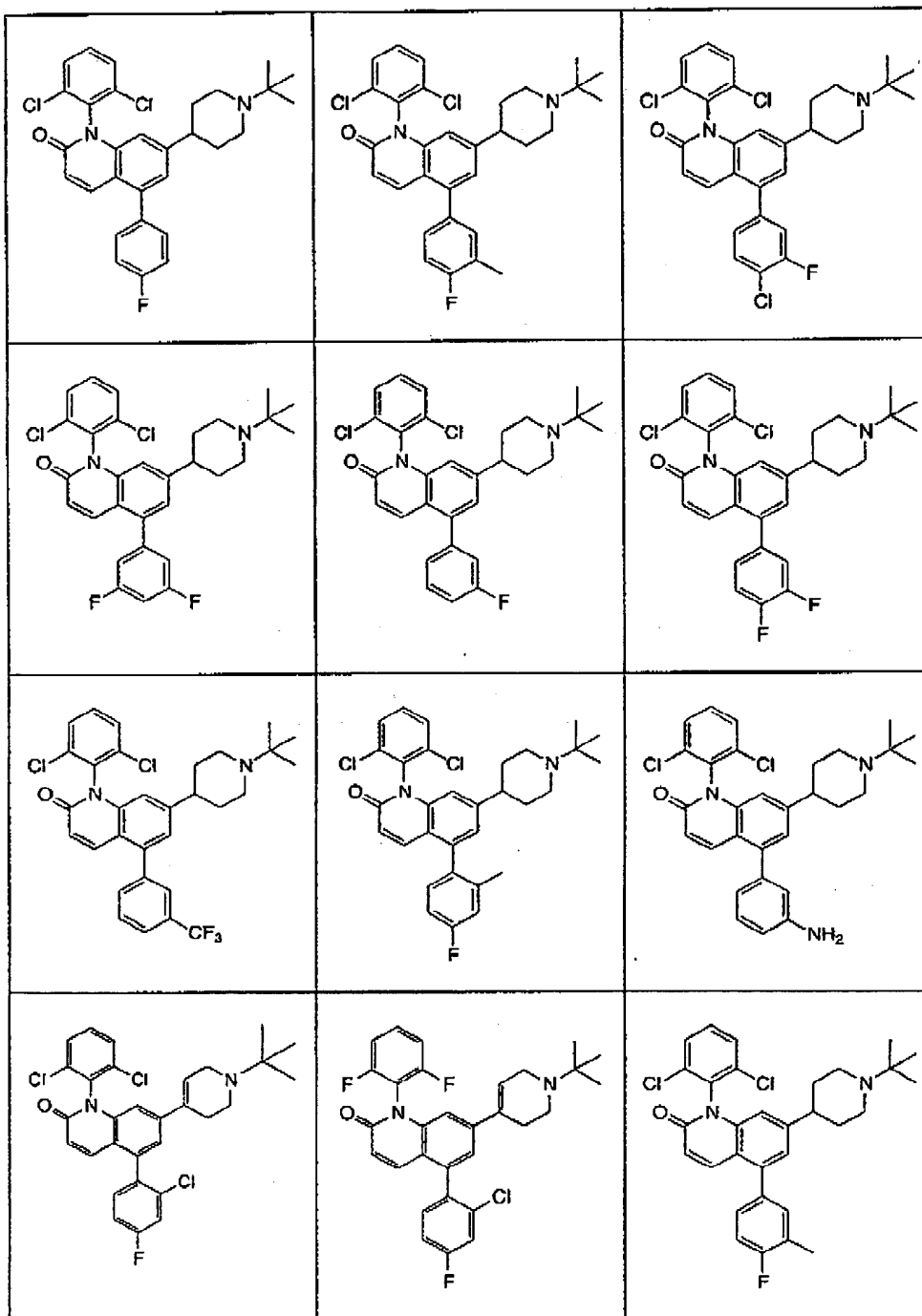
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 28



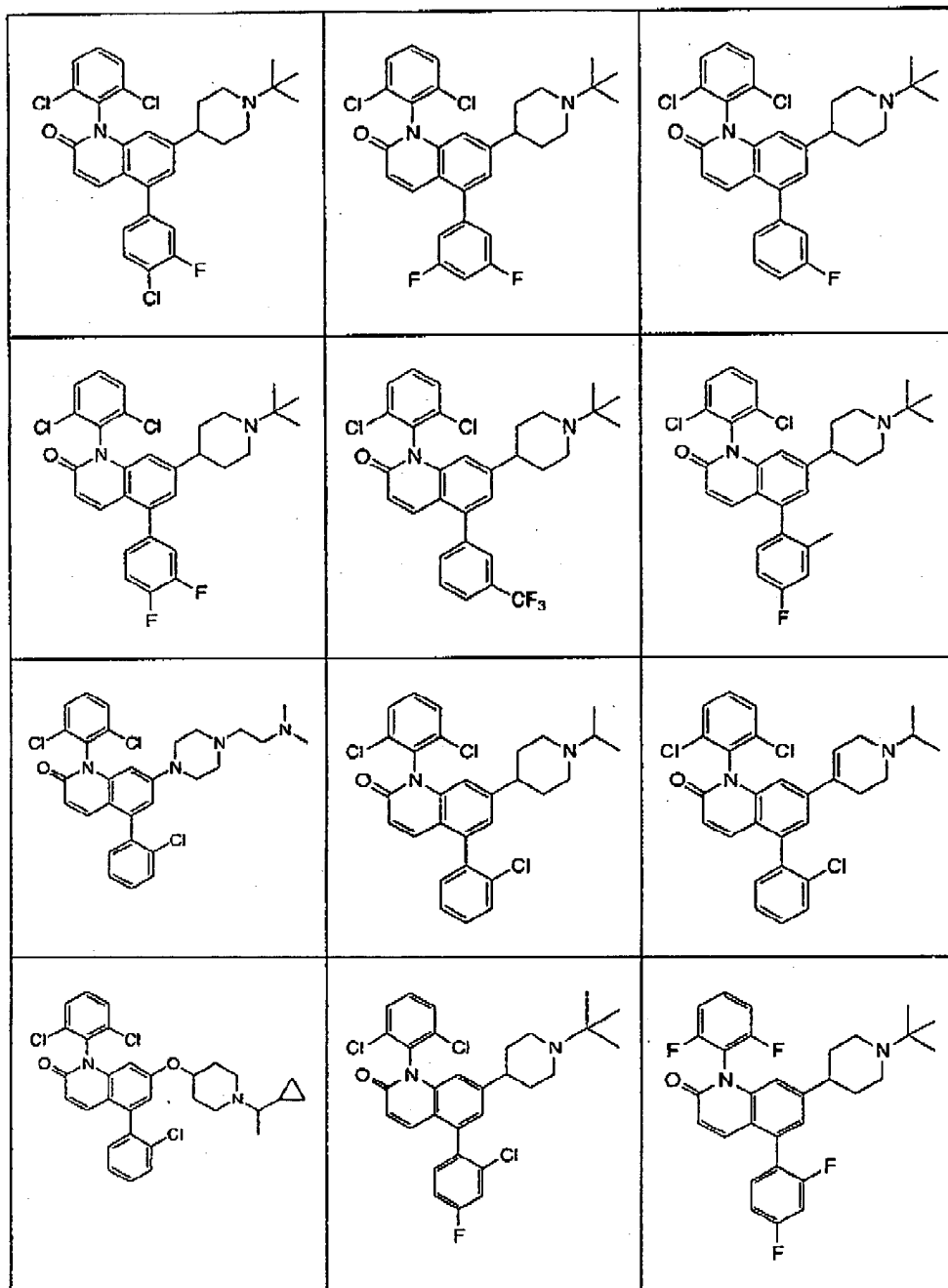
or a pharmaceutically acceptable salt thereof.

Claim 29 (original): The compound according to Claim 18 represented by

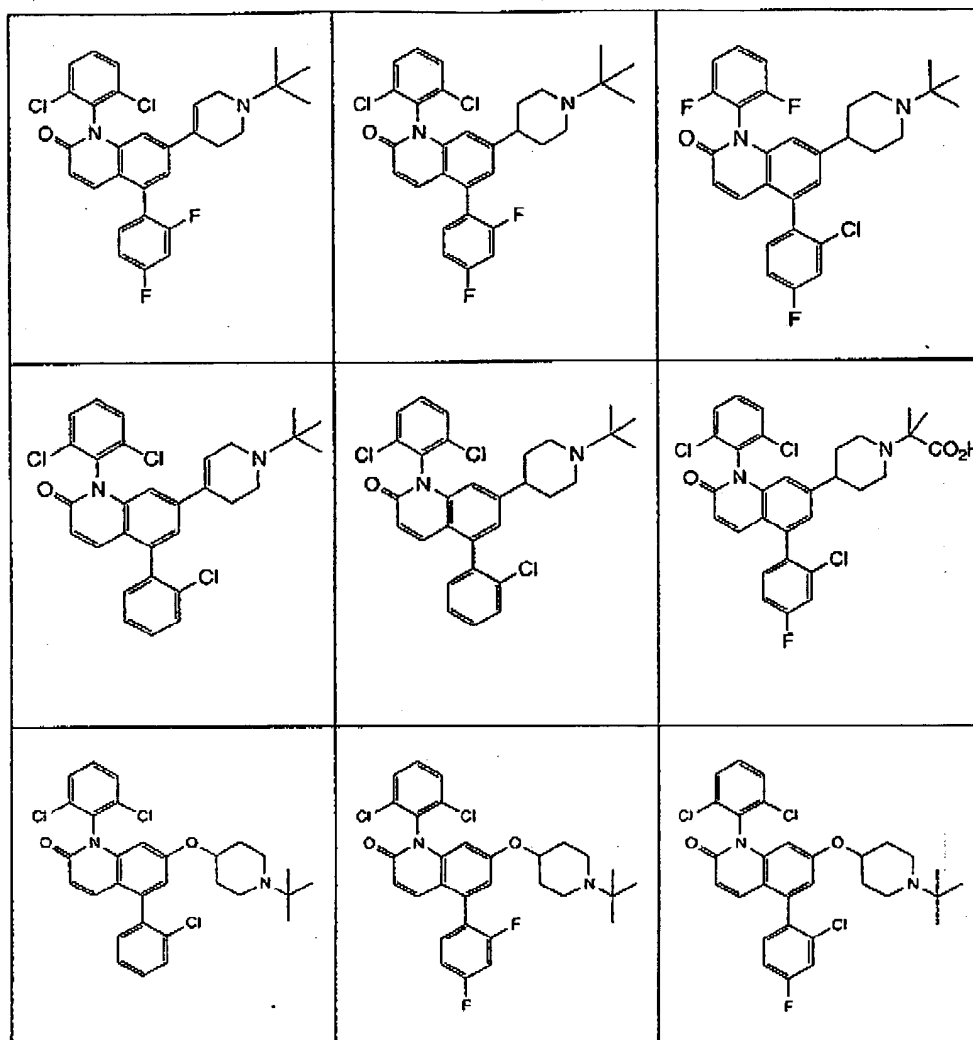
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 29



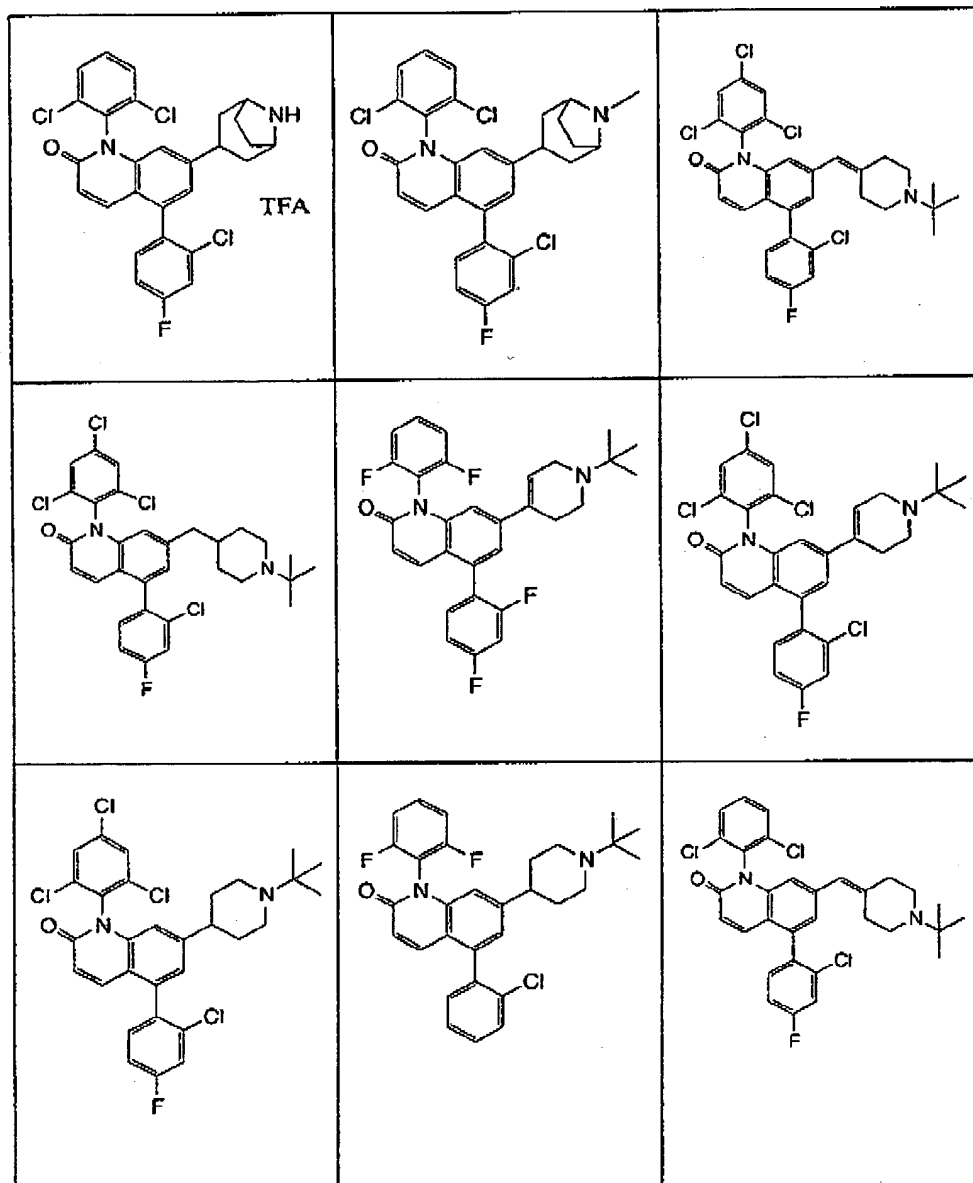
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 30



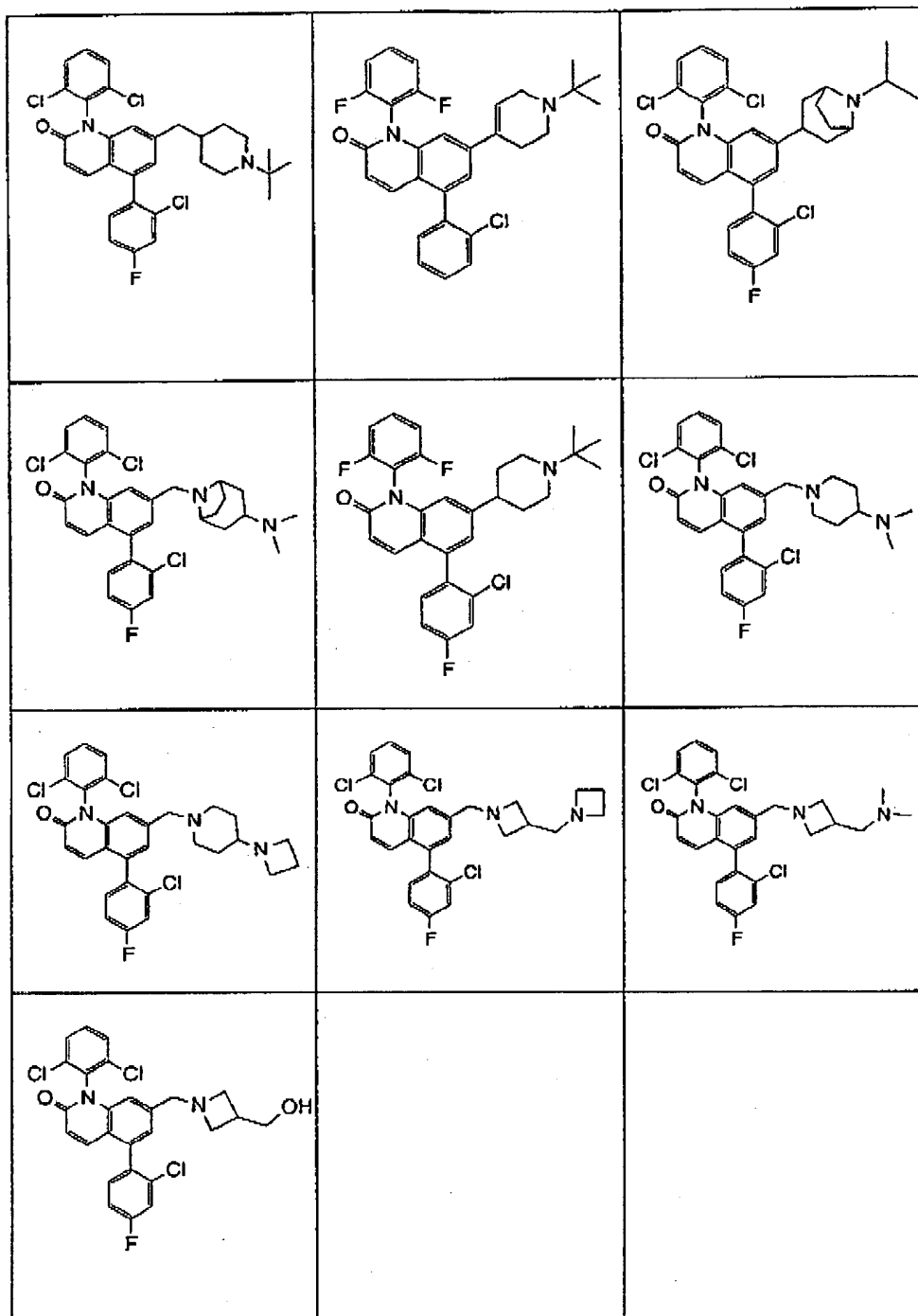
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 31



Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 32



Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 33



Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 34

or a pharmaceutically acceptable salt thereof.

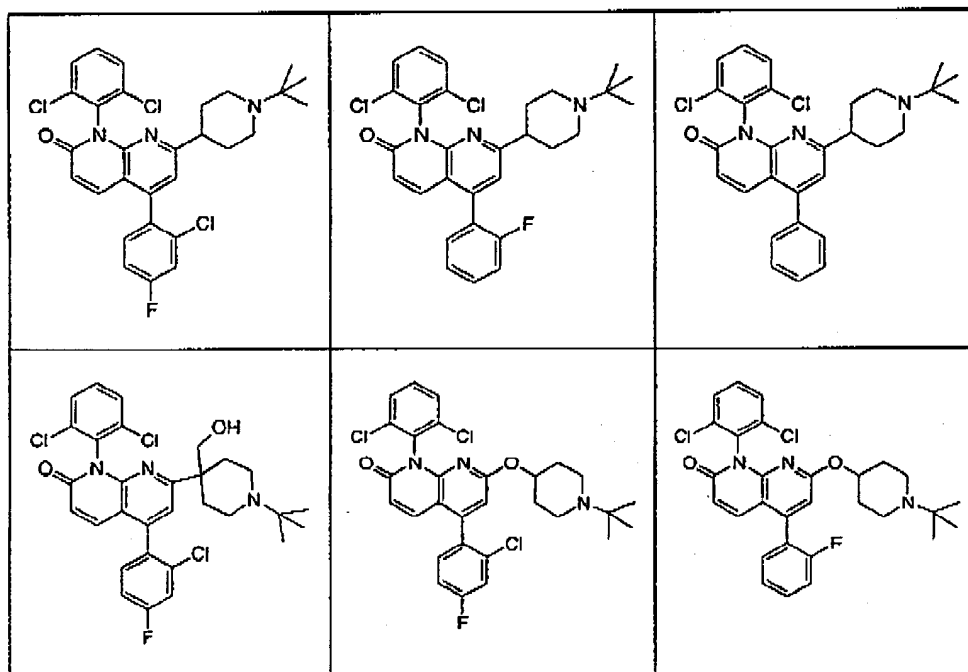
Claim 30 (original): The compound according to Claim 1, wherein

A is CH;

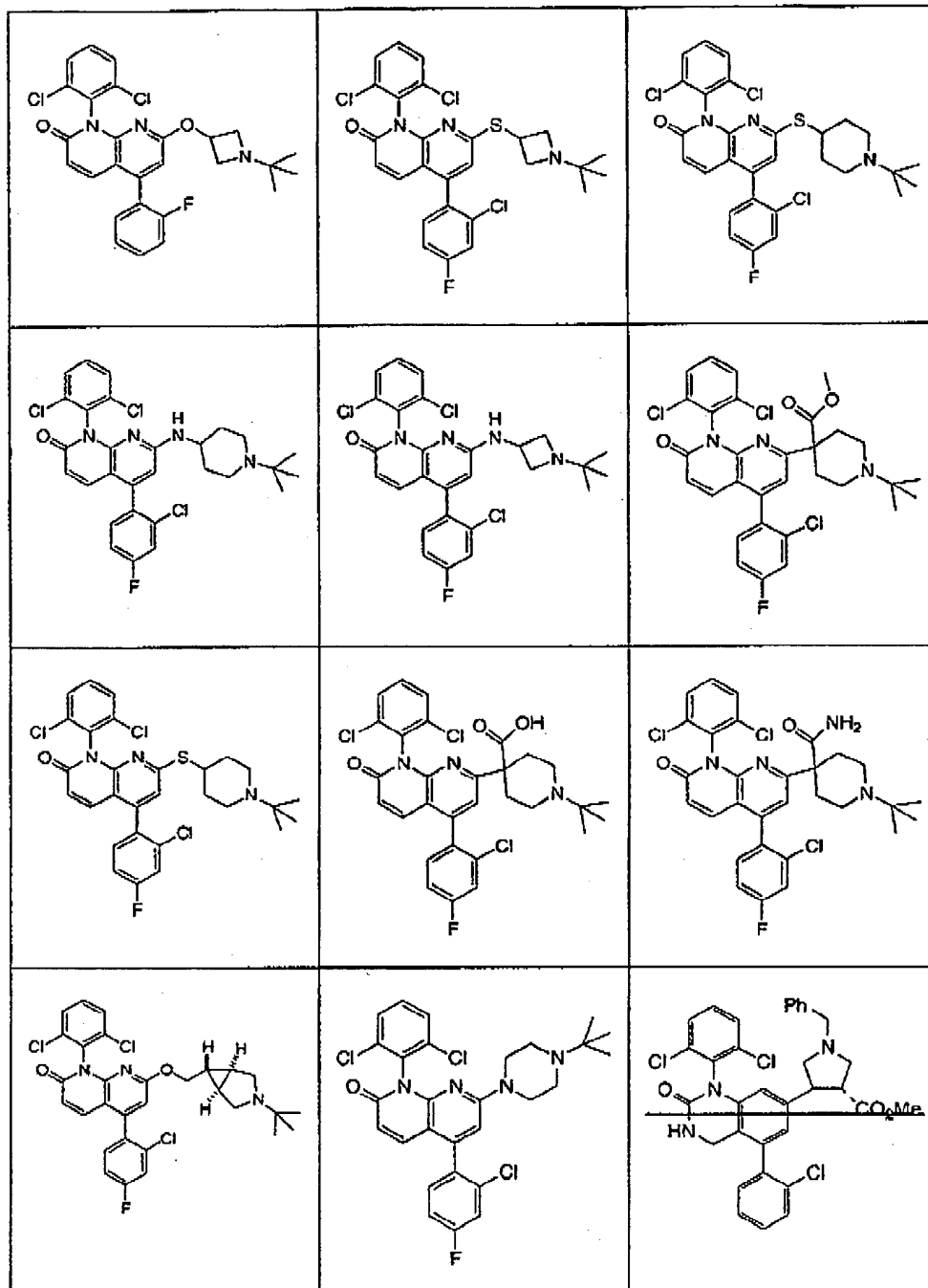
D is CH; and

G¹ is N.

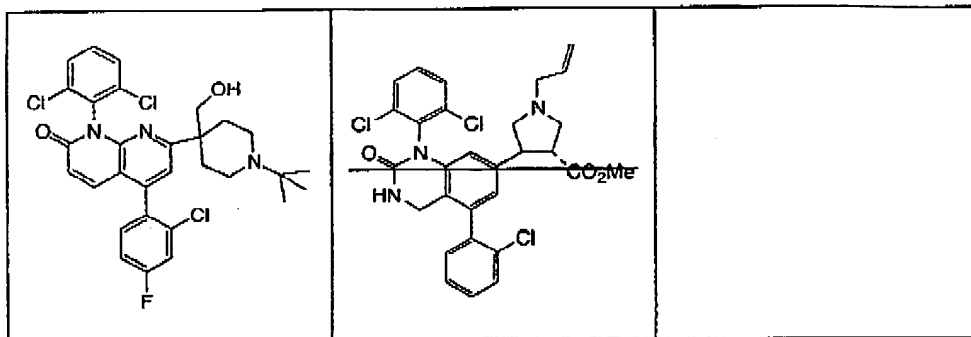
Claim 31 (original): The compound according to Claim 30 represented by



Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 35



Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 36



or a pharmaceutically acceptable salt thereof.

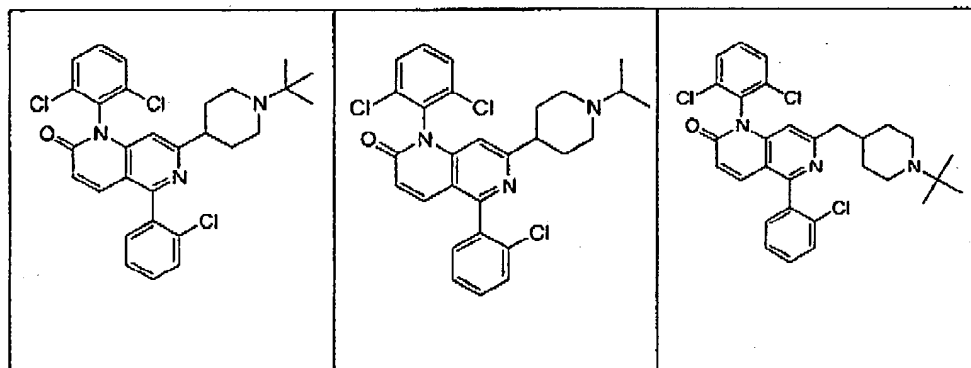
Claim 32 (original): The compound according to Claim 1 wherein

A is CH;

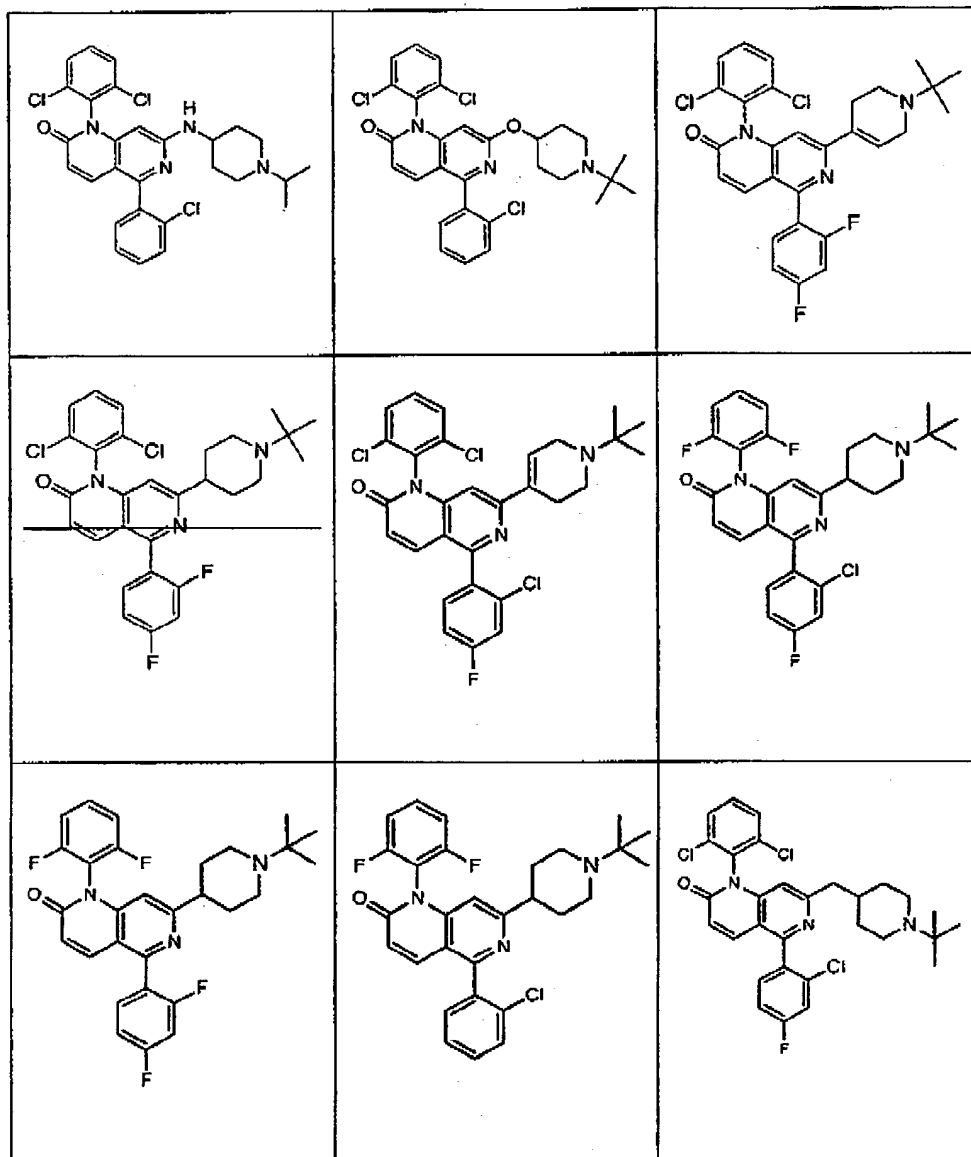
D is CH; and

G² is N.

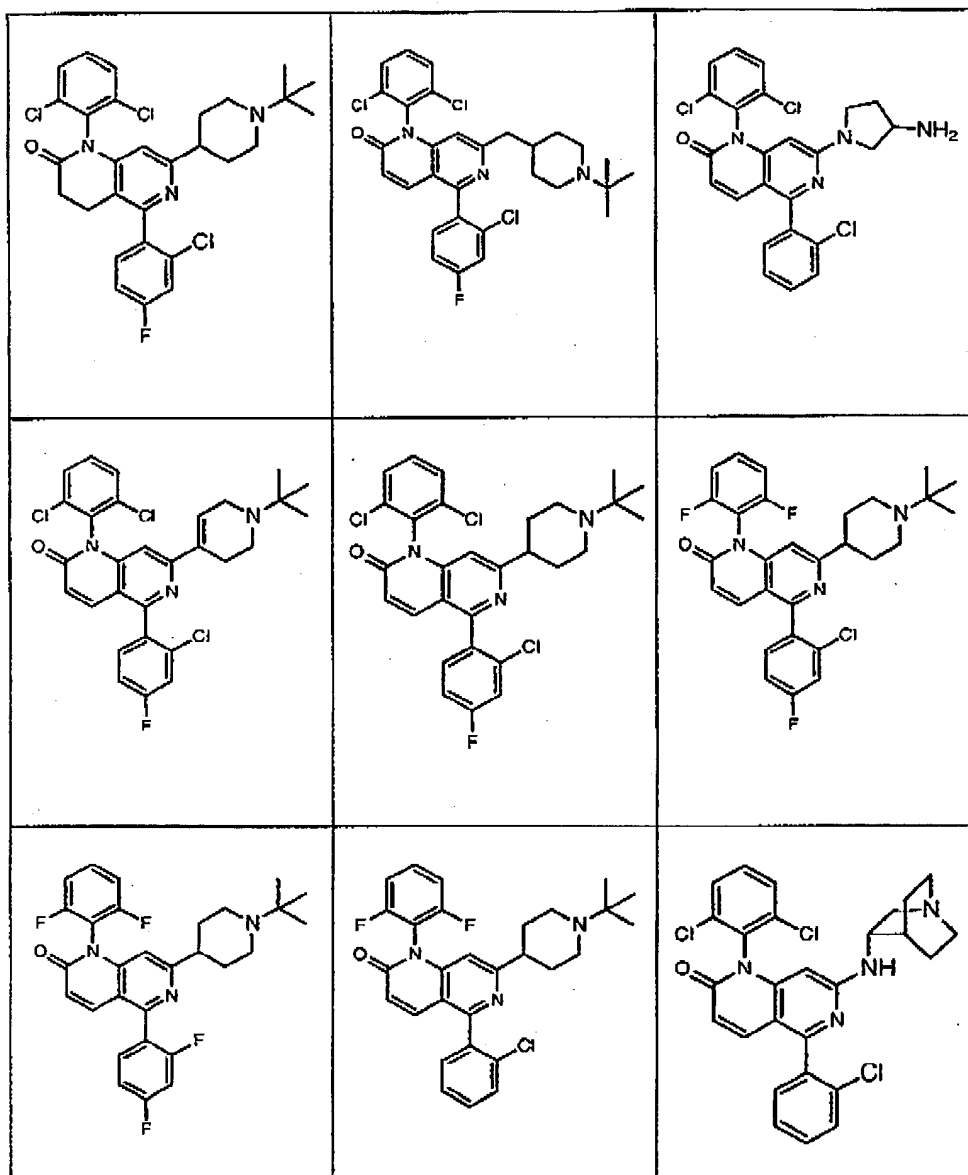
Claim 33 (currently amended): The compound according to Claim 32 represented by



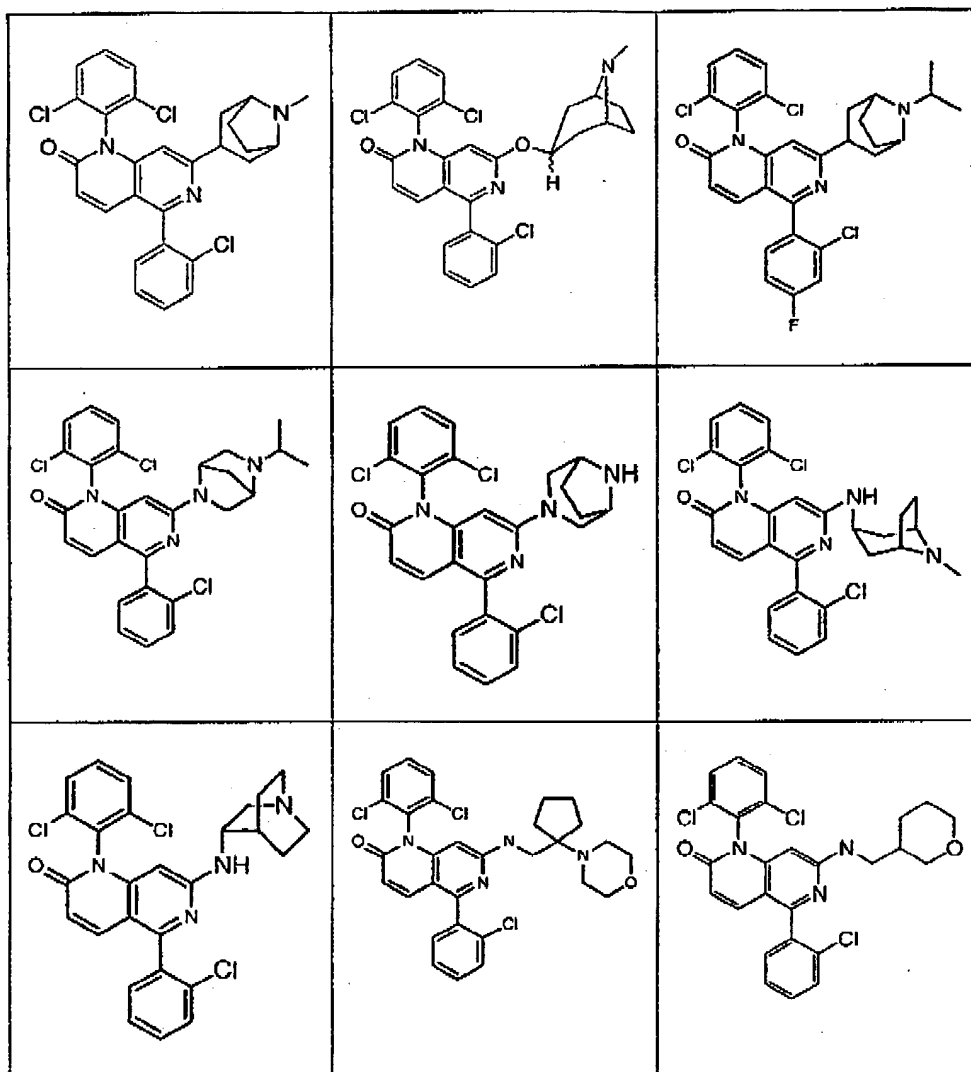
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 37



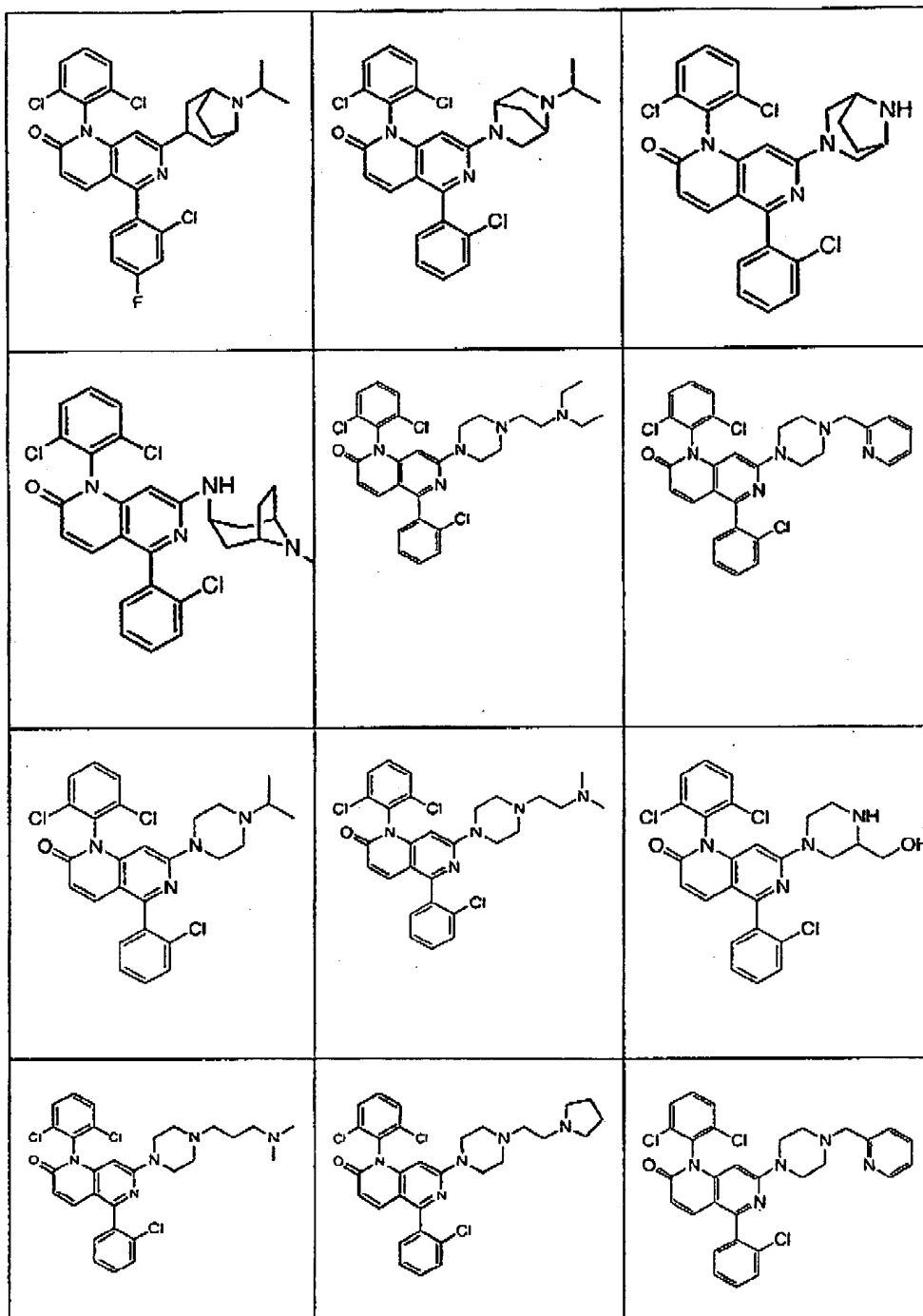
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 38



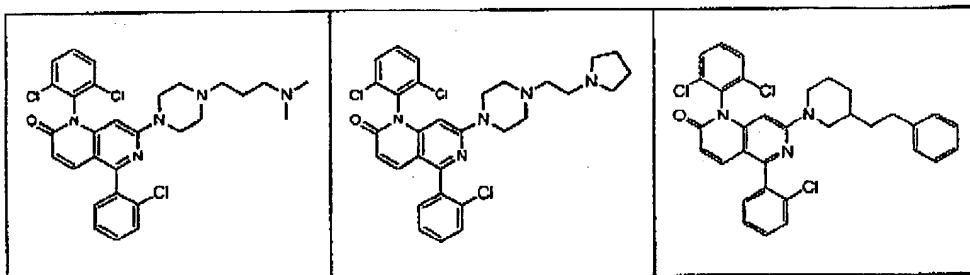
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 39



Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 40



Serial No.: 10/023,231
 Case No.: 20525Y
 Page No.: 41



or a pharmaceutically acceptable salt thereof.

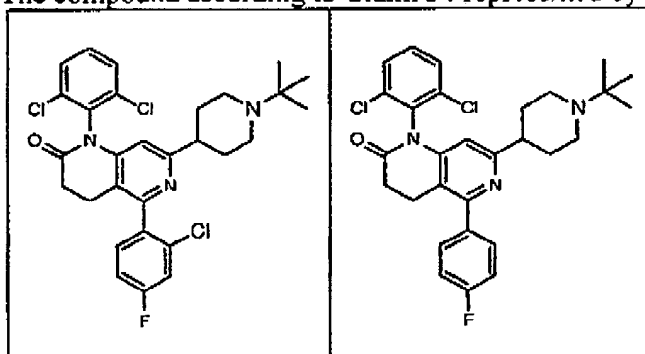
Claim 34 (original): The compound according to Claim 1 wherein

A is CH₂;

D is CH₂; and

G² is N.

Claim 35 (original): The compound according to Claim 34 represented by



or a pharmaceutical acceptable salt thereof.

Claim 36 (original): The compound according to Claim 1 wherein

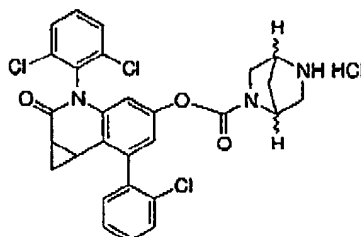
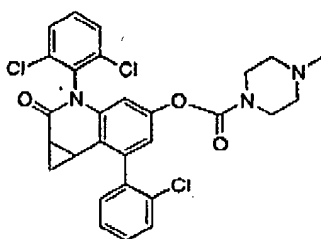
A is CH;

D is CH; and

A and D are bridged by -C₁₋₄alkyl- to form a fused bicyclo ring with A and D at the bicyclo cusps;

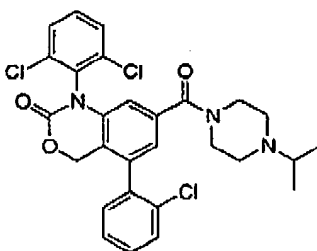
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 42

Claim 37 (original): The compound according to Claim 36 represented by



or a pharmaceutically acceptable thereof.

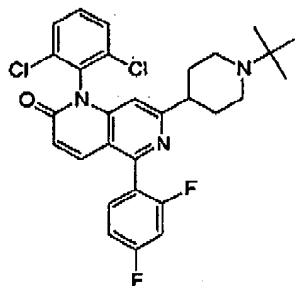
Claim 38 (original): The compound according to Claim 12 represented by



or a pharmaceutically acceptable thereof.

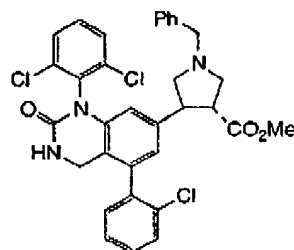
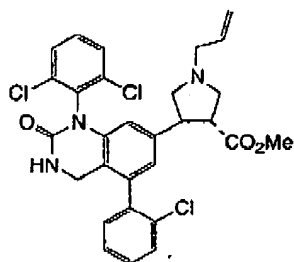
Serial No.: 10/023,231
Case No.: 20525Y
Page No.: 43

Claim 39 (new): A compound represented by



or a pharmaceutically acceptable salt thereof.

Claim 40 (new): A compound represented by



or a pharmaceutically acceptable salt thereof.